



# STLHE SAPES

Society for Teaching and Learning in Higher Education

La société pour l'avancement de la pédagogie dans l'enseignement supérieur

As per the Chair's remarks at the Special Meeting held on June 16, I (Miriam Carey, Secretary) have extracted and responded here to questions raised in the chat function.

June 17, 2021

*May we please confirm the Presiding Chair and the Recording Secretary for this STLHE Special Meeting?*

Denise Stockley, President of STLHE is the Chair and Miriam Carey is the Secretary of STLHE.

*Agenda and Minutes are required for Special Meetings. Who is the Presiding Chair, and the Recording Secretary, please?*

I repeated the information above and noted that the agenda was included in the Notice of the Special meeting provided to all members on May 26. I confirmed that this meeting is being recorded for the benefit of those who were not able to attend, and that this recording shall provide the complete record of the meeting, and will be posted on the website asap after its conclusion. The Chair and Secretary confirm that quorum was not achieved at any point during this meeting.

*Can you clarify the criteria for individual membership? It states based on paying fees.*

Individual members pay annual fees and awardee members do not: their awarded membership is in the individual class of members, and confers upon them all the rights and responsibilities of members of the Society, including the right to stand for election, to vote, etc.

*While we all want awardees to be members, how is their status confirmed in the bylaws?*

I had corrected this misunderstanding in my opening remarks: awardee members, whether lifetime or not, are individual members who do not have to pay fees. Their awards conferred on them their individual memberships.

The confusion arose through a misunderstanding of Ms. Allen's remarks in the Information Session in which, while responding to a question in the chat: 'how are lifetime members treated?' Ms. Allen responded by noting the two classes of membership as per the STLHE bylaw: individual and institutional.

*Because of tech glitches during speaking (which have already happened), will there be an accurate, vetted transcription of the Recording as Minutes made public?*

I confirmed that the recording will be available and we will do our best to correct any portions of it which remain obscure. We have no plans to produce a transcript and the recording will serve as the record of the meeting.

*New bylaw, section 3.1. (a) "Individual Members who shall be those individuals interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of*

*the Board or in such other manner as may be determined by the Board; and” So the board has made a resolution to include the awardees?*

Awardee memberships, whether lifetime or temporary, are part of the gift of the award as an acknowledgement of the awardee. This is a long-standing custom of STLHE which may or may not have originated in a formal resolution made by an earlier Board – I do not know – and there is no doubt that the membership, and awardees themselves, expect awardee memberships to be of a normal nature (ie., with the right to vote, stand for office, etc.).

*If the board follows the values of STLHE, what is the purpose of not engaging and sharing with members the governance report?*

The governance work undertaken by the Ad Hoc Committee on Governance was deemed by the Board to be confidential in its June 8, 2020 meeting, at which the Ad Hoc Committee was struck. The reason for this is that the Committee was struck to provide recommendations for the Board’s consideration, nothing more. The Report remains confidential because, as noted in the conversation at the meeting, the Board has not considered it in depth or approved anything beyond a movement, in principle, towards governing by policy (meaning that decisions of the Board and of the administrative unit will be guided by developed policy rather than made on ad hoc bases).

Additionally, at the AGM on June 18, we will have new Directors joining the Board. The new Board may decide that the report of the Ad Hoc Committee on Governance is completely redundant, or irrelevant, or unhelpful in any way, and may set it aside. Even if the current Board were to agree that there is some utility in producing the report for STLHE's members, it would be unwise and disrespectful, to say the least, to do so in advance of the new Directors' review of that document.

*Will the members have access to the governance report and any recommendations written by board directors?*

If this is an ongoing request, this is a question for the new Board. The current Board has been asked this question and answered it.

*Regarding the appointment of Officers of the Society, if the former by-law wasn't prohibited by the Act, why change it? Shouldn't members have the capacity to determine what officer roles will best serve them, and who those officers ought to be?*

With the bylaw revision to eliminate ex officio Directors on the Board, and in consultation with our legal counsel on governance, Jordyn Allen, we revised the bylaw to reflect current best practice in governance: that the newly elected Board, at its first meeting after the AGM, shall appoint or elect the Officers for the Society. This practice allows for new members to the Board to volunteer for Board leadership roles if they so choose.

*EDC is a subgroup, members pay extra to belong - with this change the rep for EDC on the Board may not be an EDC member. Is that not odd?*

There are no representatives of affiliated groups on the Board, as ex officio appointments are not allowed under the Act. All Directors must represent the interests of all the members and of the Society as a whole. As noted in the meeting, the EDC has a strong voice on the current Board, with 7 of the 12 Directors being members.

*Why in the months that the board has been discussing bylaws, policy and governance, has the board not discussed voted in and planned changes with the membership, or having any conversation with constituencies?*

*Asked later: Governance discussions in official minutes began last June, 12 months and no consultation with EDC, SoTL Canada, Fellows Council or TAGSA is concerning regarding transparency and also whose voices have been part of its. Why no consultation?*

As noted in the meeting, the Board had planned to open consultation with the members last fall (2020) after receipt of the recommendations made by the Ad Hoc Governance Committee. Unfortunately, this plan was overridden by the urgent need to deal with a Policy 10 complaint which resulted in the legal threat of a lawsuit against the Society made in mid-November, 2020. This threat happened contrary to the bylaw section (then 13, now 14: Dispute Resolution) which requires mediation or arbitration before resorting to legal action. In the October Board meeting, the President suggested we set aside any in depth governance conversations and focus on legal alignment of the bylaw with the *Act*, which is what we did.

*Is it not odd to have a governance structure where one section - ie EDC - could be represented by someone who is not a member of EDC?*

I do not really understand this question. If the meaning is that there would be a Director 'representing' the EDC on the Board who is not an EDC member, I would simply repeat that all Directors represent the entire membership and Society. Any EDC member can be nominated to stand for election to the Board.

*Which sections of the drafts were not discussed by the committee prior to the dissolution of the committee in September?*

I assume this refers to the Ad Hoc Governance Report. None.

*Is there a by law that determines what is and is not considered confidential? Aren't reports meant to be public documents, while the in camera discussions that leads to the report may well be confidential?*

The Board determines what is confidential or not to itself, and we have a policy which guides us in that practice (Policy 12, on the STLHE website). Board minutes and any other documents or processes which the Board declares confidential remain so unless and until the Board declares otherwise. In camera refers to moving to a non-public part of the meeting; none of the Board meetings are open to the public.

*Why would it not be appropriate for the elected Chair of EDC to be on the Board?*

There is nothing inappropriate about the Chair of the EDC or the Chair of any other affiliated group being on the Board. They must put their name forward to the membership as a candidate for a Board position, and be elected by the entire membership. What is contrary to the *Act* (ex officio appointments to the Board), and therefore inappropriate, is the assumption or practice that any Chair of any affiliated group or any other named leader within STLHE assume a Directorship without election to the Board by the entire membership.

*Could membership ratify/vote in a representative at an AGM if they feel that a perspective is missing on the board in Federal law and STLHE bylaws?*

Because of the nature of the Society with our national and international membership, we have utilized a nominations process which allows a good period of time for candidates to be before the membership, and then elected through an electronic voting system. The elected candidates are then put before the membership as a slate to be ratified as Directors (essentially ratifying the election by the membership). We have no provision for nominations from the floor at the AGM.

*Given that the recording will stand as minutes, and given that a number of members are primarily using the chat to voice questions, will the chat be saved and included as part of those 'minutes'?*

There are no minutes for this Special Meeting as quorum was not achieved; further, no business was undertaken (no motions were made, no decision were taken; minutes typically record decisions and actions rather than conversations, as you will see in our AGM minutes). In this Special Meeting, information was provided and conversation ensued; no motions were considered; no decisions were taken. The recording of this Special Meeting provides a more complete record of the conversation than any notes could do. Additionally, as per the direction of the Chair, I have extracted the governance questions from the chat and responded to them in this document.

*So could the election process include someone elected to be the EDC representative that is elected and ratified by the membership in a vote at the AGM?*

There are no formal representatives for any affiliated group on the Board. The Board is composed of Directors elected by the entire membership to serve it and the Society. The notion of Directors being elected to represent a particular group is contrary to the *Act*.

The agenda of the AGM is provided to the membership with the notice of it. Electronic notice of any meeting of the members (whether the AGM or a Special Meeting) must be given 21 – 35 days in advance of the meeting itself, clearly stating the business of the meeting, and providing whatever supporting documents are required for members to consider two things: 1) whether they wish to attend the meeting or not; and 2) the material provided in relation to any businesses conducted at the meeting such that they can form a reasoned judgment on the matter(s). Matters not included in the notice of the meeting cannot be considered because the membership will not have received the required notice to consider whether they wish to attend or any material relevant to their formation of a reasoned judgement.

*Who is chairing the meeting? I thought it was Denise. Shouldn't the person chairing the meeting be answering the questions? And someone else managing the chat?*

Denise was the Chair and she handed the conversation over to me (Miriam, the Secretary). The Chair normally does not engage in the conversations or debates of a meeting, given that their responsibility is to Chair the meeting. As Secretary, I believe I am well placed to answer questions regarding governance. I regret that we did not imagine the fast pace of the chat and ask another Director to manage that, and I apologised during the meeting that I found it next to impossible to listen to the conversation, answer questions, and monitor the questions and commentary in the chat.

*If this bylaw revision is passed, why would EDC members want to stay with STLHE? Why wouldn't we just create something new, inclusive, non-hierarchal and non-oppressive?*

It is entirely within your right to do so. Given that we expect many EDC members might wish to remain part of the affiliated group within the EDC, we expect STLHE's EDC to continue indefinitely.

As Directors of the Board, we have a fiduciary responsibility to ensure that the Society and its activities are legally compliant with the *Act* that governs us and any other regulations which apply to us. As our legal counsel has said: "The Act notes that Directors of the Society must comply with the Act and have a fiduciary duty to ensure that the Society complies with the Act and any other relevant legislation, and that is what we are doing" with this bylaw revision.

*Would a different path be to stop being a not-for-profit corporation and switch to a scholarly association?*

I do not know the answer to this question.

*Will Members need to formally and with the 5% requisition the follow-up meeting, or will the STLHE Board call this meeting in good faith and in good order and with Minutes?*

The Board will be responsive to any requisition, signed by 5% of the membership, requesting a Special Meeting. The recording of this meeting is available and these responses to questions noted in the chat provide the record of the meeting.

*To clarify, you didn't get to the consultation plan, but went ahead with the bylaw changes and a vote anyway?*

That is correct, and legal compliance with the *Act* is the part of the fiduciary duty of the Board of Directors, as is bylaw revision, under the *Act*.

*So the AGM is going to address the outstanding issues / questions?*

The agenda of the AGM has been provided to the membership and it includes time for the discussion of a motion to confirm the revised bylaw.