

AN OPEN BOARD OF GOVERNORS:

Submission to the
Carleton University Board of Governors Governance Committee

by

the Graduate Students' Association
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PREAMBLE

Carleton University is a public institution, with a mandate established by the province through the *Carleton University Act*. Our students and workforce embody the diversity of Canadian society. Carleton's governance should reflect that diversity, and should be appropriate for an institution of higher learning.

The Board of Governors is Carleton University's highest decision-making body. It makes decisions on behalf of the tens of thousands of students, postdoctoral scholars, faculty, contract academic workers, and staff who dedicate their time to study and work on campus. It is essential that the governance of the Board embodies the key principles of representation, accountability, and transparency.

Unfortunately, as a university, we have been moving in the wrong direction. Recent proposals to change the Board's Bylaws have been regressive; if passed, they would exclude elected representatives of students and workers from serving as Governors, and restrict access for the community to attend and observe Open Meetings. A new Fiduciary Statement has been adopted unilaterally by the Executive Committee, which places sweeping restrictions (a 'gag order') on how Governors can communicate with their constituencies and the public. Some Governors seem to think that Carleton should be governed not as a public university, but as a for-profit corporation, despite its official status as a non-profit charitable organization.

Now, as the Board of Governors undertakes a review of its Bylaws, we have an opportunity to implement changes that would make the governance of the Board more democratic and accountable to the Carleton community, not less.

We respectfully submit to you the recommendations of graduate students, contract instructors, teaching assistants, research assistants, administrative and technical support staff, maintenance employees, patrol services staff, and postdoctoral scholars, for a more open and democratic Board of Governors. The recommendations in this submission would not make the Board perfect, but should be seen as necessary steps in the right direction, helping the Board better reflect the values and principles we would like it to hold.

SUMMARY OF RECOMMENDATIONS

1. REPRESENTATION

- 1.1. Better representation by reserving more seats for internal stakeholders, including contract instructors and postdoctoral scholars.
- 1.2. The Board must reflect the diversity of the Carleton community, and shift the balance so that internal stakeholders have at least 50% plus one of Board seats. Decisions should be made by the people who are affected by them.
- 1.3. The Bylaws should reaffirm the right of students and workers to elect their own representatives freely, including the right to elect their union executives to represent them at the Board level.
- 1.4. All elections for internal stakeholder seats should be held by the constituent organizations themselves, and not run by the University.
- 1.5. The nomination and elections for external “community-at-large” Governors should involve the campus community.

2. ACCOUNTABILITY

- 2.1. Governors must be allowed to freely communicate with the Carleton community.
- 2.2. The Board should affirm that Governors are accountable to their constituencies, and are encouraged to discuss (non-confidential) information with the people they represent.
- 2.3. The Board should affirm and encourage the responsibility of Governors to engage with the public about the (non-confidential) matters of the Board.
- 2.4. Governors’ contact information should be available to the Carleton community.

3. TRANSPARENCY

- 3.1. Open Meetings must be freely open to the public.
- 3.2. All sub-committees must be open to all Board members, including undergraduate and graduate students.
- 3.3. The full Board should be given better oversight of the Executive Committee, without limiting the Committee’s ability to respond to urgent items.

1. REPRESENTATION

1.1 Better representation by reserving more seats for internal stakeholders, including contract instructors and postdoctoral scholars.

There are several constituencies that lack any form of representation at the Board level. Most notable are Contract Instructors (CIs). Although the teaching responsibilities at Carleton increasingly fall on contract workers, this constituency has no voice in decision-making. Recently, the Senate has acted to include two seats for CIs, and the Board should follow this example, by creating two new seats for CIs. These elections should be held by CUPE 4600, the union that represents CIs at Carleton.

Post-doctoral fellows currently have no representation in academic governance, and there are likely other constituencies on campus that are also left out. The Board should engage in a consultation process to determine any other absences, and act to include them in the composition of the Board.

1.2 The Board must reflect the diversity of the Carleton community, and shift the balance so that internal stakeholders have at least 50% plus one of Board seats, so that decisions are made by the people who are affected by them.

The Board of Governors should reflect the diversity of the Carleton community, but the current composition under the Bylaws demonstrates that it is greatly unbalanced. Only 12 seats are dedicated to internal stakeholders (four students, six faculty and administrative and academic staff, and two alumni representatives), while 18 seats are given to members of the “community-at-large.”

Although the Board can benefit from the participation of external community members, who often have significant expertise, the current composition is highly unbalanced. Internal stakeholders should be given at least 50% plus one of the Board seats, so that Board decisions are made by the constituencies who work and study at Carleton, and who are therefore directly affected by those decisions. Only in this way would the Board be truly responsive to the Carleton community, and ultimately accountable for its decisions.

This could be accomplished by reducing the number of community-at-large members while reserving those seats for internal stakeholders, until proportionality is achieved. (Note: following recommendation 1.1, contract instructors and postdoctoral scholars should be included on the board as internal stakeholders.)

1.3 The Bylaws should reaffirm the right of students and workers to elect their own representatives freely, including the right to elect their union executives to represent them at the Board level.

The executives of student and labour unions are the legitimate and democratic representatives of their respective organizations. They are accountable to their constituencies, and have the resources and knowledge to effectively represent them at the Board level. Therefore, their right to be elected by their constituencies must be preserved, and recent proposals to exclude them must be withdrawn. There should be no further changes to the eligibility of these Governors.

Furthermore, the Board does not have the right to remove democratically elected members at its discretion. The collective interest cannot be established or maintained by attacking, removing, or threatening the removal of duly elected representatives from established, recognized organizations on campus.

1.4 All elections for internal stakeholder seats should be held by the constituent organizations themselves, and not run by the University.

Under the current Bylaws, internal stakeholder representatives are elected in two different ways: some elections are run by constituent organizations themselves, while others are run by the University.

Instead, all elections should be held by the constituent organizations themselves, including labour and student unions, without interference from the University. This would ensure that elections are fair, transparent, and subject to the bylaws established by constituent organizations themselves. Constituency groups will only have equitable representation if their own democratic processes are respected.

Specifically, the representatives of postdoctoral scholars, staff, faculty, and contract academic workers should be subject to elections run by their labour and faculty unions. Student representatives nominated by “students-at-large” should be replaced with student representatives nominated through elections held by CUSA and the GSA, respectively.

1.5 The nomination and elections for external “community-at-large” Governors should involve the campus community.

The 18 “community-at-large” members of the Board are currently nominated by a handful of Governors, with little or no input from the full Board, let alone the community. It is critical that the Carleton community is involved in this process, so that the Board better represents the values of the community as a whole.

The Board’s Nominations Committee should include representatives of all internal stakeholders, including students, postdoctoral scholars, faculty, contract

academic workers, and staff. It should solicit suggestions for “community-at-large” members from the campus community in an open and publicized process. The resulting list of candidates should then be put for election before ongoing members of the Board.

2. ACCOUNTABILITY

2.1 Governors must be allowed to freely communicate with the Carleton community

The new Fiduciary Statement, adopted unilaterally by the Executive Committee in August 2015, is highly regressive, preventing Board members from communicating freely and responsibly about the matters discussed by the Board.

The Board can only be accountable to the Carleton community if Governors are allowed to discuss, seek input, and respond to the concerns of the community about the work the Board undertakes. The Fiduciary Statement must be revised to allow Governors to freely communicate with the Carleton community. This will also allow Governors to be better informed, which is one of their fiduciary duties.

2.2 The Board should affirm that Governors are accountable to their constituencies, and are encouraged to discuss (non-confidential) information with the people they represent.

The revised Fiduciary Statement removes the previous language (Paragraph 2.2) around Governors being nominated by constituencies, and asserts instead that Governors do not represent any constituency, only the Board. These changes undermine the democratic character of the Board, by taking away the accountability of Governors to the people who voted for them.

The Board must affirm that Governors represent the constituencies who elected them, and therefore have a responsibility to listen and respond to their concerns. This must be explicitly affirmed in the Fiduciary Statement.

2.3 The Board should affirm and encourage the responsibility of Governors to engage with the public about the (non-confidential) matters of the Board.

All Governors have a responsibility to engage with the Carleton community about the work conducted by the Board. This should be explicitly affirmed in the Fiduciary Statement.

2.4 Governors' contact information should be available to the Carleton community.

The Board should adopt a policy of making the contact information of Governors, including e-mail addresses, publicly available on the Carleton website, so that the Carleton community can address Governors directly with their concerns.

3. TRANSPARENCY

3.1 Open Meetings must be freely open to the public.

Board Meetings must take place in spaces with room for at least 20 observers in order to accommodate the public and maximize transparency.

3.2 All sub-committees must be open to all board members, including undergraduate and graduate students.

The work of sub-committees should not be exclusive to a handful of Governors, as determined by the Executive Committee. All Governors, including students, must be invited to participate in the important work of the sub-committees.

3.3 The full Board should be given better oversight of the Executive Committee, without limiting the Committee's ability to respond to urgent items.

The Executive Committee will occasionally make decisions on behalf of the full Board, neglecting to seek other Board members' input and consent.

When the Executive Committee assumes any and all powers of the Board for urgent action (per Paragraph 9.2 (d) of the Bylaws), an explanation should be presented at the next full Board meeting for ratification. This explanation should be recorded in the minutes as the first paragraph of the agenda item in question. Only once ratified would the action be considered a full Board decision. Matters referred by the full Board to the Committee through Section 9.1(c) can be exempt.

CONTACT

Thank you for considering these recommendations to create a more open and democratic Board of Governors. We trust that the Board will take these principled recommendations into account when revising its Bylaws. If you have any questions or comments, please do not hesitate to contact the below representatives of our organizations—who make up, in part, the Carleton community:

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