

Varsity Publications: Governance Policy

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Part 1: Board-EIC Linkage

1. Global Board-EIC Linkage

Except as otherwise specifically required herein, the board's sole official connection to the operational organization, its achievements, and conduct will be through an Editor-in-Chief (EIC), who shall act as the corporation's Chief Executive Officer.

2. Policy

There is a distinction between Governance Policy, which includes but is not limited to this manual, and Operating Policy, which includes but is not limited to the Policy on Expectations and Responsibilities, Remuneration Policy, Human Resources Policy, and Code of Journalistic Ethics.

1. **Governance Policy** is made and may be amended by a resolution of the Board of Directors. It will regulate matters including Board-EIC linkage, Executive Limitations, Governance Style, and ENDS, and other matters related to the purview of the Board of Directors. Governance Policy applies to the whole corporation.
2. **Operation Policy** is made and may be amended by the Editor-in Chief. It will regulate matters related to the corporation's operations and other matters related to the purview of the Editor-in-Chief. Operating Policy applies to the operations of the corporation, including the Editor-in-Chief, masthead, employees, and volunteers.
 - a. Operating Policy must be amended formally and in writing, and amendments shall not be made arbitrarily or in an *ad hoc* manner

3. Unity of Control

Only decisions of the board acting as a body are binding on the EIC.

Accordingly,

1. Decisions or instructions of individual board members, officers, or committees are not binding on the EIC except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the EIC can refuse such requests that require, in the EIC's opinion, a material amount of staff time or funds, or are disruptive.

4. Accountability of the EIC

The EIC is the board's only link to operational achievement and conduct, so that all authority and accountability of staff as far as the board is concerned, is considered the authority and accountability of the EIC.

Accordingly,

1. The board will never give instructions to persons who report directly or indirectly to the EIC.
2. The board will refrain from evaluating, either formally or informally, any staff other than the EIC.

3. The board will view EIC performance as identical to organizational performance, so that organizational accomplishment of board-stated ENDS and avoidance of board-proscribed means will be viewed as successful EIC performance.

5. Delegation to the EIC

The board will instruct the EIC through written policies that prescribe the organizational ENDS to be achieved and describe organizational situations and actions to be avoided, allowing the EIC to use any reasonable interpretation of these policies.

Accordingly,

1. The board will develop policies instructing the EIC to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called ENDS policies.
2. The board will develop policies that limit the latitude the EIC may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the EIC uses any reasonable interpretation of the board's ENDS and Executive Limitations policies, the EIC is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The board may change its ENDS and Executive Limitations policies, thereby shifting the boundary between board and EIC domains. By doing so, the board changes the latitude of choice given to the EIC. But as long as any particular delegation is in place, the board will respect and support the EIC's choices.

6. Monitoring EIC Performance

Systematic and rigorous monitoring of EIC job performance will be solely against the only expected EIC job outputs: organizational accomplishment of board policies on ENDS and organizational operation within the boundaries established in board policies on Executive Limitations. (Put another way, the EIC's job description can be stated simply as:

- accomplishment of the ENDS policies,
- while operating within the Executive Limitations policies.)

Accordingly,

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of four methods:
 - a. by EIC report (**EIC**), in which the EIC discloses compliance information to the board,

- b. by report of the masthead representative (**Mst**), in which the committee assesses compliance with board policies,
 - c. by external report (**Ext**), in which an external, disinterested third party selected by the board assesses compliance with board policies, and
 - d. by direct board inspection (**DI**), in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable EIC interpretation of the Governance Policy being monitored.
 4. All policies that instruct the EIC will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule:

# per year	<i>Policy</i>	Ma y	Ju n	Jul	Au g	Se p	Oct	No v	De c	Ja n	Feb	Ma r	Ap r
2	<i>Treatment of Members</i>						Int	Mst					
2	<i>Treatment of Employees and Volunteers</i>							Int			Mst		
4	<i>Asset Protection</i>		Int			Ext			Int			Int	
4	<i>Financial Planning and Budgeting</i>			Int			Int			Int			Int
12	<i>Financial Condition</i>	Int	Int	Int	Int	Int	Int	Int	Int	Int	Int	Int	Int
1	<i>Compensation and Benefits</i>			Int									
1	<i>Emergency Executive Succession</i>				Int								
2	<i>Communication and Counsel to the Board</i>						Mst			DI			
3	<i>Editorial Autonomy</i>			Int					Int			Mst	
1	<i>Employment Contracts</i>		Int										
3	<i>Journalistic Ethics</i>					Int			Mst			Int	
1	<i>Code of Journalistic Ethics</i>	Int											
2	<i>Masthead and employee performance</i>					Int				Int			
2	<i>Operating Policy Review and Amendment</i>										Mst		Int
3	<i>Key Operational Measures</i>				Int			Int				Int	
2	<i>Tri-Campus Service</i>							Int			Int		
1	<i>External reporting</i>								Int				
1	<i>Member access to the board</i>		Int										
4	<i>ENDS</i>				Int				Int			Int	

	# Reports per month	2	3	4	4	4	5	5	5	4	4	5	3
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7. Procedure for Policy Violation by the EIC

The Board will apply progressive discipline for any policy violation by the EIC. Accordingly, the Board shall use one or more of the following forms of discipline within the parameters of jurisprudence, considering the severity and frequency of the violation:

- A verbal reprimand to the EIC for a policy violation, delivered in a board meeting, which shall be minuted and include details of the specific violation
- A written reprimand, including an explanation of the specific violation.
- Initiating the procedure for removal of the EIC, according to section 39.

Part 2: Executive Limitations

8. Treatment of Members

With respect to interactions with members or prospective members, the EIC shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Furthermore, The Varsity shall offer all interested and capable members of The Varsity an opportunity to participate in all aspects of the production of its publications without regard to sex, race, culture, sexual orientation and their philosophic, religious, or political beliefs or affiliations.

Accordingly, and without limiting the generality of the foregoing, he or she shall not:

1. Deny a member the opportunity to participate in any aspect of the Corporation’s activities solely due to their sex, race, culture, sexual orientation, religion, political or philosophical beliefs or affiliations. Except where a conflict of interest exists based, as outlined in the Code of Journalistic Ethics.
2. Use application forms that elicit information for which there is no clear necessity.
3. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited.
4. Fail to establish with consumers a clear understanding of what may be expected and what may not be expected from the service offered.
5. Fail to inform consumers of this policy, or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.

9. Treatment of Employees and Volunteers

With respect to the treatment of employees or volunteers, the EIC may not cause or allow conditions that are unfair, undignified, or which create an unsafe or hostile environment.

Accordingly, and without limited the generality of the forgoing, he or she may not fail to:

1. Maintain a Human Resources Policy, which shall include:
 - a. A Code of Conduct setting out clear and reasonable expectations for the treatment of employees and volunteer and their interactions with one another in the conduct of their roles within Varsity Publications;
 - b. A complaints procedure for violations of the Code of Conduct;
 - c. An appeal process for complaints under the Code of Conduct that shall name the Board of Directors as the final decision-making body for such complaints, without limiting recourse to law.
2. Comply with the Human Resources Policy.
3. Take reasonable steps to inform employees and volunteers of the Human Resources Policy, including the expectations of the Code of Conduct and the complaints process.
4. Take reasonable steps to inform employees and volunteers of any amendments to the Human Resources Policy, including the date on which the amendments will be effective, which must be at least 7 days after such notice is given.
5. Ensure that all employment contacts and volunteer agreements require employees or volunteers to comply with the Human Resources Policy.
6. Enforce the Human Resources Policy.
7. Maintain confidential records of any complaints or appeals pertaining to this policy for no less than 3 years.
8. Maintain a record of the number of contributions made by each volunteer during the publishing year for the purposes of determining which members qualify for staff status

10. Asset Protection

The EIC shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, he or she may not:

1. Allow unbonded personnel access to material amount funds.
2. Subject plant and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its board, or staff to claims of liability.
4. Make any purchase (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over \$100 without having obtained comparative prices and quality; (3) of over \$500 without a stringent method of assuring the balance of long-term quality and cost.
5. Fail to protect intellectual property, information, and files from loss or significant damage.
6. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standard
7. Invest or hold operating capital in insecure instrument including uninsured chequing accounts and bonds of less AA rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

8. Endanger the organization's public image or credit particularly in ways that would hinder its accomplishment of mission
9. Fail to fully support the board- or member-appointed auditor in the completion of the auditor's annual report.

11. Financial Planning and Budgeting

Financial planning for any fiscal period or the remaining part of any fiscal period shall not deviate materially from the board's ENDS priorities, risk fiscal jeopardy, or risk cash flow insolvency. Accordingly, the EIC may not:

1. Fail to budget for any expenses set out in the "Cost of Governance" policy.
2. Approve expenditure during the discretionary, non-budget controlled period between May 1 and August 31, unless that expenditure can be shown, upon request by the board, to be in the best interests of the corporation, viewed conservatively.
3. Approve expenditure at any time after August 31 that exceeds the budget approved by the board.
4. Fail to project an expenditure of at least \$3,000 for emergency legal expenditures, except where that amount has already been set aside for such purposes.
5. Spend more than \$500 in a given budget line than what was projected without prior approval from the board.

12. Financial Condition

With respect to the actual, ongoing financial conditions, the EIC shall not cause or allow the development of fiscal jeopardy, cash flow insolvency, or a material deviation of actual expenditures from board priorities established in ENDS policies.

Accordingly, he or she may not fail to provide the board with the following three reports:

1. A report of the corporation's financial position (also known as a balance sheet) showing:
 - a. The current financial year's budgeted incomes and expenses ("budget),
 - b. The current financial year's incomes and expenses up to the last day of the preceding month ("actuals") [e.g. The report presented in September would cover the actual expenses from May 1 – August 31]
 - c. Both budgeted incomes and expenses for the last financial year and actual incomes and expenses for the same period in the last financial year (for comparative purposes)
2. A report of the corporation's incomes and expenses (also known as an income statement) showing:

- a. All transactions recognized under each line-item in the preceding month [e.g. the report presented in September would show all income and expenditure (by line-item) for the month of August]
 - b. All transactions recognized in the same period of the previous financial year (for comparative purposes)
3. A report of the corporations cash-flow, showing
- a. All incomes and expenses planned in each week of the previous month,
 - b. All incomes and expenses in each week of the previous month,
 - c. The total difference between planned and actual incomes and expenses in the previous month,
 - d. The amount of money in the corporation's bank account(s) at the end of the previous month.

13. Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the EIC shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year, and in all events subject to losses in revenue.
5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that
 - a. Incur unfunded liabilities.
 - b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
 - c. Allow any employee to lose benefits already accrued from any foregoing plan.
 - d. Treat the EIC differently from other key employees.
6. Fail to maintain a Remuneration Policy setting out the manner in which employees and those who receive regular honoraria shall be paid.

7. Fail to inform those whose remuneration will be regulated by the Remuneration Policy.

14. Emergency Executive Succession

In order to protect the Board from sudden loss of EIC services, the EIC may have no fewer than two members of the masthead familiar with and informed of Board and EIC issues and processes.

15. Communication and Counsel to the Board

The EIC shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, and without limiting the generality of the foregoing, the EIC may not

1. Fail to notify the board of any actions commenced against the corporation of a legal or quasi-legal nature and of any major developments or resolutions to the actions.
2. Fail to notify the board of any material changes to the corporation's risk profile.

16. Editorial Autonomy

The EIC shall not fail to protect the editorial autonomy and freedom of all of the corporation's publications from all undue external influences.

17. Employment Contracts

The EIC may not finalize a collective agreement or employment contract without legal advice.

18. Journalistic Ethics

Varsity Publications shall keep faith with its readers by presenting its news (which includes sports and features) and expressions of opinion (which include reviews and interpretations of the news) comprehensively, accurately and fairly and by acknowledging error promptly. For further clarification:

- Fairness is a balanced and impartial presentation of all the relevant facts in a news report, and of all substantial opinions in a matter of controversy.
- Fairness demands that inaccurate or misleading public statements be placed in factual perspective.
- Fairness requires that in the reporting of news, the right of every person to a fair court trial or hearing and the presumption of innocence thereof should be respected.

Accordingly, the EIC may not

1. publish inaccuracies such as distortion of meaning by over- or under-emphasis, by placing facts or quotations out of context, by headlines not warranted by the text,
2. invade privacy with insufficient justification,
3. condemn persons or groups by innuendo or hearsay,
4. report conjecture or unsubstantiated opinions as fact,
5. libel,

6. ignore commonly-accepted ethical standards,
7. ignore or omit crucial facts,
8. fail to acknowledge error, whether of omission or commission, promptly,
9. fail to ensure that, when statements are made that are critical of an individual or organization, those affected are given the earliest possible opportunity to reply.

19. Code of Journalistic Ethics

Without limiting the generality of the policy on Journalistic Ethics in this manual, the EIC shall also maintain a Code of Journalistic Ethics and may not fail to:

1. Comply with the Code of Journalistic Ethics.
2. To include sections 1–9 of the Journalistic Ethics policy in the Code of Journalistic Ethics.
3. Fail to make the Code of Journalistic Ethics publicly available.
4. Fail to inform all employees and volunteers involved in the creation of published content of the Code of Journalistic Ethics, including and especially the expectations set for their work by the code.
5. Ensure that all employment contracts and volunteer agreements for staff involved in the creation of published content require employees or volunteers to comply with the Code of Journalistic Ethics.
6. Enforce the Code of Journalistic Ethics

20. Masthead and employee performance

With respect to the conduct of volunteers who hold positions on the masthead of the corporation's publications [hereafter, masthead] and of employees, the EIC shall not allow masthead or employees to fail to meet the reasonable expectations set for their performance. Accordingly, he or she may not fail to:

1. Maintain an Policy on Expectations and Responsibilities setting out:
 - a. the general performance expectations for masthead and employees;
 - b. the disciplinary process for masthead or employees who fail to meet the expectations of the position;
 - c. a process for periodic formal reviews of masthead and employee performance.
2. Inform masthead and employees in writing of the performance expectations that apply to their specific positions.
3. Inform masthead and employees of any amendments to the Policy on Expectations and Responsibilities and of any changes to the performance expectations that apply to their specific positions.
4. Ensure that masthead and employees agree to comply with the Policy on Expectations and Responsibilities and the expectations that apply to their specific position.

5. Maintain confidential personnel files for each employee and masthead member in which any documents or records pertaining to this policy will be stored.
6. Provide masthead and employees with reasonable support in meeting the expectations for their position.
7. Enforce the Policy on Expectations and Responsibilities.

21. Operating policy review and amendment

With respect to the Operating Policy, including but not limited to the Policy on Expectations and Responsibilities, Human Resources Policy, Remuneration Policy, and Code of Journalistic Ethics, the EIC:

1. Must annually review each policy and make any amendments that are necessary or desirable.
2. Must solicit input from masthead, employees, and staff when conducting this review.
3. May not make policy in an *ad hoc* or arbitrary manner.
4. Must provide reasonable notice of policy changes.

22. External reporting

Whereas failure to submit reporting documents will result in dissolution of the corporation, the EIC shall not fail to meet the reporting requirements for the corporation mandated by Corporations Canada and the University of Toronto Governing Council. (A comprehensive list of reporting requirements mandated by Corporations Canada are listed at <http://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04956.html>).

Accordingly, he or she shall not:

1. Fail to submit to Corporations Canada a completed Form 4006 (Changes Regarding Directors) within 10 days of any of the following:
 - a. May 1 (as the first day of the term of directors elected at the Spring Meeting of Members).
 - b. a director joining the board.
 - c. a director leaving the board.
 - d. being notified that a director has changed their mailing address.
2. Fail to submit to Corporations Canada a completed Form 4022 (Annual Return), which can be submitted online, within 30 days of the corporation's anniversary date of October 16.
3. Fail to submit to Corporations Canada a completed Form 4004 (Articles of Amendment) within 10 days of a meeting of members at which the articles are amended.
4. Fail to submit to Corporations Canada a copy the by-laws and any amendments thereto within 30 days of a meeting of members at which the by-laws are amended or a previous amendment to the by-laws is ratified.
5. Fail to submit to Office of the Vice-Provost, Students the financial statements and report of the public accountant within 30 days of the Fall Meeting of Members.

23. Member Access to the Board

The EIC must ensure that members are informed about the existence of the board and are able to easily contact the board.

Accordingly, he or she shall not:

1. Fail to create easily-found content about the corporation's governance on the corporation's official website such that the content contains, at minimum:
 - a. The name of each director and a note of they are appointed (as opposed to elected).
 - b. The email address for the chair's account, which shall be provided by the corporation in the form specified by the chair.
 - c. The email address for the secretary's account, which shall be provided by the corporation in the form specified by the secretary.
 - d. The corporation's by-laws.
 - e. The corporation's audited financial statements from the previous seven years.
 - f. Information that minutes are available to members upon request from the board secretary.

24. Tri-Campus Service

With respect to providing services to the members, including coverage of the University of Toronto's affairs and opportunities for members to learn the practice of journalism, the EIC will not fail to recognize that the University of Toronto is composed of three campuses: Scarborough, St. George, and Mississauga.

Accordingly, and without limiting the generality of the forgoing, he or she shall:

1. Primarily publish content that is relevant to members and readers on all three campuses.
2. Where it is reasonable to do so, publish content that is primarily relevant to one campus, without favouring any campus or campuses.
3. Ensure that members on all three campuses have the opportunity to learn the practice of journalism by volunteering or working for the corporation's publications.
4. Inform members at all three campuses of these opportunities and encourage them to take advantage of them.

25. Key Operational Measures

The EIC shall not fail to notify the board of the corporation's actual results with respect to key operational measures relative to targets and comparative results from previous time periods. Key operational measures include:

1. number and size of articles published,
2. advertizing revenue,
3. pick-up rates and the total number of page-views and unique visitors to thevarsity.ca for each month,
4. masthead turnover,
5. number of members that qualify as staff.

Part 3: Governance Process

26. Governing Style

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

Accordingly,

1. The board will cultivate a sense of group responsibility. The board, not the Masthead, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to Masthead initiatives. The board will use the expertise individual members to enhance the ability of the board a body rather than to substitute individual judgments for the board's values. The board will allow no officer, individual, committee of the board to hinder or be an excuse for not fulfilling board commitments.
2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
4. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in Governance Process and Board-EIC Linkage categories.

27. Board Job Description

The job of the board is to represent the corporation's members in determining and demanding appropriate organizational performance.

Accordingly,

1. The board will produce the link between the organization and the ownership.
2. The board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. ENDS: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).

- b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the board conceives, carries out, and monitors its own task.
 - d. Board-EIC Linkage: How power is delegated and its proper use monitored; the EIC role, authority, and accountability.
3. The board will produce assurance of EIC performance (against policies in 2a and 2b).

28. Agenda Planning

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes re-exploration of ENDS policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

Accordingly,

1. The cycle will conclude each year on the last day of April so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term ENDS.
2. The cycle will start with the board's development of its agenda for the next year.
 - a. Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
 - b. Governance education and education related to ENDS determination (for example, presentations by futurists, demographers, advocacy groups, and Masthead) will be arranged in the period from May to August, to be held during the balance of the year.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. EIC monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
5. EIC remuneration will be decided after a review of monitoring reports received in the last year during the month of February.

29. Minutes and In Camera

1. Minutes are the only official record of the formal decisions made by the board and its committees. Accurate minutes are thus key to good governance. Accordingly, the minutes of each board and committee meeting:
 - a. Shall set out the date on which meeting was held.

- b. Shall set out a list of those directors in attendance and those directors that are not.
- c. Shall set out a list of any non-directors in attendance.
- d. Shall set out each formal action taken in the form “The Board resolved to <action taken>.”
- e. Need not list a mover/seconded for motions.
- f. Need not list any director’s dissent unless the director specifically requests it.
- g. Shall set out main points of discussion.

2. In Camera

Board strives to be open in its deliberation but recognizes that there are occasions where discussions must be held in closed session without the presence of non-directors to respect the privacy of individuals being discussed or to ensure the board can discuss matters freely. Accordingly:

- a. The board may, by resolution, proceed “in camera” or declare an “in camera” session to be completed, such that while “in camera”
 - i. Only directors are entitled to remain in the meeting room.
 - ii. Individuals that are not directors may remain in the room by resolution of the board.
 - iii. No record of discussion shall be taken.
 - iv. The board may consider and pass a resolution while “in camera” but such resolution must be recorded in the minutes.
- b. The board will only go “in camera” to discuss matters where, at its discretion, the benefits of private discussion outweigh the costs.

30. Chairperson’s Role

The chairperson assures the integrity of the board process and, secondarily, occasionally represents the board to outside parties.

Accordingly,

1. The job result of the chairperson is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be only those issues which, according to Governance Policy, clearly belong to the board to decide, not the EIC.
 - b. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the chairperson consists in making decisions that fall within topics covered by board policies on Governance Process and Board-EIC Linkage, except where the board

specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.

- a. The chairperson is empowered to chair board meetings, with all the commonly accepted power of that position, in accordance with Robert's Rules of Order. In so doing, the chairperson shall:
 - i. promote discourse and the sharing of ideas and opinion at all meetings,
 - ii. conduct votes and announce their results,
 - iii. preserve order and decorum,
 - iv. prepare the meeting schedule of the Board,
 - v. vote to produce or resolve a tie (in accordance with the by-laws).
- b. The chairperson shall be responsible for conducting elections if a Chief Returning Officer is not appointed by the board for this purpose.
- c. The chairperson has no authority to make decisions about policies created by the board within ENDS and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the EIC.
- d. The chairperson may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- e. The chairperson may delegate this authority but remains accountable for its use.

31. Secretary's Role

The secretary is responsible for the creation and maintenance of board records.

Accordingly, the secretary shall be responsible for:

1. Maintaining the corporate records (as defined in the by-laws).
2. Attending meetings of the Board and taking the minutes of these meetings.
3. Preparing these minutes in a suitable manner no later than one week following the meeting.
4. Corporate minute books and copies of official corporate documents.

32. Treasurer's Role

The treasurer is responsible for communicating the corporation's finances to the board.

Accordingly, the treasurer shall be responsible for:

1. Having signing authority for financial instruments such as cheques,
2. Ensuring that he or she is trained in financial matters, at the corporation's reasonable expense, unless he or she has previous knowledge or experience of such matters.
3. Holding a monthly, in advance of the board meeting, with the EIC, Business Manager, and Bookkeeper to review records and ensure the financial statements and cash-flow update are accurate.
4. Offering advice to the EIC and/or Board on financial matters.

33. Masthead Representative

The masthead will elect one of their members to be the Masthead Representative to the Board of Directors.

A. Election and removal

1. The Masthead Rep will be elected by a simple majority at the first regular masthead meeting in the months of September and January.
2. A Masthead Rep elected in September will hold office their successor is elected. A Masthead Rep elected in January will hold office until May 1.
3. At any regular masthead meeting, any masthead member may motion to remove the Masthead Rep from office.
4. Within 24 hours following such a motion, notice will be given to the Masthead Rep and all members of the masthead. The notice will include that a vote on the motion will take place at the next regular masthead meeting.
5. A vote on the motion will be held at the next regular masthead meeting. A simple majority in favour is required to remove the Masthead Rep from office.
6. By majority vote, the masthead may require the Masthead Rep to leave the room during the debate on such a motion.
7. If the Masthead Rep is removed from office, the masthead will immediately elect a successor.
8. Votes on election or removal from office will be by secret ballot. Quorum for such a vote is a majority of the masthead. The Chairperson will act as Returning Officer for such votes.

B. Role and responsibilities

The Masthead Rep shall:

1. Be neither a director nor an officer of the corporation.
2. Have the right to speak at meetings of the Board of Directors and at any committees of the board to which they may be appointed, but may not vote.
3. Attend all meetings of the Board of Directors and may be appointed to committees.
4. Be familiar with the by-laws and policies, including Governance and Operating Policies.
5. Report to the Board of Directors on the EIC's compliance with the Executive Limitations policy, according to the Monitoring EIC Performance policy.

6. Outside the regular reporting structure, report to the board any violations of the Executive Limitations policy, excluding: Asset Protection, Financial Planning and Budgeting, Financial Condition, Compensation and Benefits, and Employment Contracts.
7. Whenever they report non-compliance to the Board of Directors, notify the masthead that such a report has been made.
8. Endeavour to represent the staff and contributors to the board.
9. Keep confidential any information they have access to as Masthead Rep that they would not otherwise have access to in their capacity as a masthead member.
10. Perform any other duties specified in the Operating Policy.

34. Public Editor

- A. Appointment and removal
 - a. The p
- B. Role and responsibilities
- C.

35. Director's Code of Conduct

The board commits itself and its directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as directors.

Accordingly,

1. Directors must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any directors acting as a consumer of the organization's services.
2. Directors must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any directors and the organization except as procedurally controlled - assure openness, competitive opportunity, and equal access to inside information.
 - b. When the board is to decide upon an issue about which a directors has an unavoidable conflict of interest, that directors shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Directors must not use their positions to obtain employment for themselves, family members, or close associates. Should a director desire employment, he or she must first resign.
 - d. Directors will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.

3. Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. Directors ' interaction with the EIC or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.

36. Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to EIC.

Accordingly,

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the EIC.
3. Board committees cannot exercise authority over staff. Because the EIC works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. The Board shall strike a "Finance Committee" at the beginning of each financial year for the purpose of monitoring and reporting on financial investments. The Finance Committee will report monthly to the board on the corporation's investment performance, and will make recommendations to the board regarding changes to the corporation's investments when appropriate. The Finance Committee should regularly consist of the Chair, the Treasurer, the EIC, and any other board member who expresses interest.
7. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless whether the group includes directors. It does not apply to committees formed under the authority of the EIC.
8. The board chair shall be an ex officio, non-voting member of all committees of the board; however, the board chair may cast a vote at a committee meeting if the board chair has been appointed by the board as a voting member of that committee.

9. The EIC shall be an ex officio, non-voting member of all committees of the board; however, if a committee votes to enter an “in camera” session, the EIC is not entitled to participate in deliberations unless the committee explicitly permits the EIC to remain.

37. Cost of Governance

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new directors and candidates for directorships, as well as to maintain and increase existing director’s skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
3. The annual projection of expenditures for the corporation shall include reasonable amount to pay for bookkeeping and external auditing services, taking into account those costs in recent years.

38. Referendum Procedure

Referenda shall be used when necessary to reliably ascertain the views of the greatest possible number of members.

1. A referendum of the members of the Corporation shall be conducted in accordance with the following provisions:
 - a. Notice must be given in accordance with provisions in the by-laws for meetings of members.
 - i. The notice shall include all information required by members to make a reasonably informed decision, or shall direct members to a simple method of obtaining this information at no or nominal cost.
 - b. The referendum shall be conducted by secret ballot and each member shall be entitled to cast one vote.

- c. A majority of the votes cast in the referendum (excluding invalidated ballots) shall determine the question.

39. Election and Removal of Directors

A. Director Elections

1. The election of directors of the Corporation shall be conducted in accordance with the following provisions:
 - a. The date of the election shall be no earlier than February 22nd and no later than April 15th. In the event that such elections are not held, the Corporation shall immediately cease all operations until such elections are held.

B. Director By-elections

In the event that a director resigns, is removed, or dies, or if no nominees stand for election in any given constituency, a by-election shall be held to fill the vacancy no later than thirty (30) days following the office becoming vacant, unless the vacancy occurred during the months of April through August, in which case it shall be held in September of the same year.

C. Rules and procedures of director elections

1. The board shall appoint a Returning Officer who will conduct the election subject to the by-laws, policies, and the decision of the board.
2. The Returning Officer shall ensure that notice of the nomination period is given in each of the two weeks prior to the deadline to submit nominations and that notice of the election is given in each of the two weeks prior to the voting period.
 - a. Notice of the election shall include the names of the nominated candidates and instructions of how to vote.
 - b. The EIC shall assist the Returning Officer in giving notice by email, in *The Varsity*, and on thevarsity.ca
3. A form of nomination for each candidate must be signed by not less than twenty-five (25) members of the Corporation and filed with the Returning Officer at least two (2) weeks prior to the date of the election.
4. Elections will ordinarily be conducted by the secure online voting system provided by the University of Toronto. If this system is not available, the Returning Officer shall select another secure online voting system and this selection must be approved by the board. (The Returning Officer is advised that they must begin setting up the U of T system several week in advance.)
5. Each member of the Corporation shall be entitled to cast a number of votes equal to the number of directors to be elected by his/her constituency, provided that only one vote shall be cast for each candidate.

6. The candidate(s) who receives the most votes in each constituency shall be elected. (i.e. if one seat is open in a constituency, the candidate with the most votes is elected; if two seats are open, the candidates with the first and second largest numbers of votes are elected etc.)
7. The campaigning period shall begin on the first day when notice of the election is given and shall conclude at the end of the voting period. The rules for campaigning are as follows:
 - a. No campaigning is permitted outside the campaigning period.
 - b. The spending limit for each candidate is \$0 (zero dollars).
 - c. Negative campaigning is prohibited.
 - d. Candidates must ensure that the Returning Officer is able to view any online posts, sites, groups, or other electronic campaign materials.
 - e. Candidates shall not in any way compromise the real or perceived integrity of the election.
 - f. Candidates shall immediately report any infraction of this policy or any attempt or suspected attempt to compromise the election to the Returning Officer.
 - g. Complaints regarding the Returning Officer, any candidate, or any matter related to the election must be submitted before the first board meeting following the election.
8. The Returning Officer shall endeavor to monitor the campaigns and shall investigate any infractions that they detect or which are reported to them. If the Returning Officer finds that an infraction has been committed they may:
 - a. Publish a public notice stating that a candidate(s) has violated the rules of the election.
 - b. Require the candidate(s) to issue a public apology for the violation and/or retract any public statement that violated campaign rules.
 - c. Disqualify the candidate(s).
9. The candidate(s) may appeal any decision of the Returning Officer to the board. The board shall be the final decision making body for all matters relating to the election.
10. The Returning Officer shall:
 - a. Notify the candidates in writing of the rules of the election as soon as possible after accepting their nomination and before the campaigning period begins
 - b. Notify the candidates in writing of the time and place of the first board meeting following the election.

- c. Notify the candidates in writing that their decisions may be appealed to the board and provide the contact information of the Chair or another officer.
 - d. Notify the candidate(s) in writing of any decision relating to an infraction committed by that candidate(s).
- 11. The Returning Officer shall publish the unofficial results of the election as soon as possible following the completion of voting. The unofficial results shall include only the name(s) of the candidate(s) elected.
 - a. The EIC shall assist the Returning Officer to publish the results by email, in *The Varsity*, and/or on thevarsity.ca
- 12. Following the election:
 - a. The Returning Officer shall prepare a report stating the results of the election and detailing any problems, irregularities, complaints, infractions, or rulings during the course of the election
 - b. The Returning Officer shall present this report to the board at their first meeting following the election
 - c. If the board approves the report, the results of the election shall be deemed official and the successful candidates elected.
 - d. If they board rejects the report, they shall order a new election.
 - e. The decision of the board is final on all matter relating to the election.
 - f. The Chair shall ensure that new directors are provided with appropriate training and invited to subsequent board meetings. The EIC shall ensure that the change of directors is duly filed with Corporations Canada.

D. Director Removal

- 1. A director may be removed by the membership in accordance with the by-laws.

40. Election and Removal of Masthead

A. Criteria for Becoming Staff

A member is designated as staff when they have made a series of meaningful contributions to the publication of The Varsity. For the purposes of determining who is staff:

- 1. a series is defined as six contributions during the publishing year.
- 2. a meaningful contribution to the publication of the Varsity is defined as an article, photograph, illustration, copy-editing or design session, or as determined by the EIC provided:

- a. the EIC makes the criteria for becoming staff known no later than the date of the first regular issue of the publishing year;
- b. the criteria for becoming staff is made publically available; and
- c. any amendments to the definition of a “meaningful contribution” do not contradict the definition stated above.

The Editor-in-Chief shall maintain a record of all members who have achieved staff designation.

B. Editor-in-Chief Elections

1. The Editor-in-Chief shall be nominated by the Varsity staff and appointed by the Board in accordance with the following provisions:
 - a. All applicants for the position of Editor-in-Chief shall be members of the Corporation.
 - b. The Board shall fix the date of the staff vote for Editor-in-Chief, to be no later than 15 April in each year.
 - c. The Board shall appoint a member of the Board of Directors as Returning Officer for the election, failing which the Chairperson will be Returning Officer.
 - d. Notice of the date of the election and application period shall be given in each of the third and fourth weeks prior.
 - e. Candidates for the position of Editor-in-Chief shall submit applications to the Returning Officer not less than seven (7) days prior to the date of the election.
 - f. A meeting of The Varsity staff shall be held at least one day before the said date for voting for the purpose of permitting each applicant to address the staff and answer questions from the staff.
 - g. The Varsity staff as determined herein shall vote by secret ballot on the date fixed by the Board for the purposes of selecting one of the applicants as the staff nominee for Editor-in-Chief. A candidate shall be deemed nominated upon receiving fifty (50%) percent of the votes cast plus one on a secret preferential ballot.
 - h. At least two members of the masthead who are not themselves candidates must act as scrutineers for the election. Any member of the masthead who is not a candidate is entitled to act as a scrutineer.
 - i. The Returning Officer shall notify the staff of the results of the election within 24 hours of the completion of the counting of the votes. The Returning Officer shall disclose only the name of the candidate elected and no other information unless the board moves to disclose the number of votes cast for each candidate.

- j. The nominee so chosen shall be presented to the Board for its approval or rejection by a simple majority vote of those present and in the event of rejection, the Board shall notify The Varsity staff and state its reasons in writing.
- k. In the event of rejection of the first nominee, the staff shall, no later than seven (7) business days after receiving the rejection notice from the Board, conduct a further secret ballot for the purpose of selecting one of the remaining applicants as the staff's second nominee, and such nominee shall be presented to the Board for approval in accordance with paragraph (g).
- l. If an Editor-in-Chief is not appointed or the staff does not nominate an Editor-in-Chief pursuant to the above provisions, the Board shall appoint an Editor-in-Chief, provided that it shall give full consideration to the advice of the staff with respect to such appointment.

C. Masthead Elections

- 1. The masthead positions of the Varsity other than the Editor-in-Chief shall be such editorial and production positions that report to the Editor-in-Chief. They shall be selected in a manner similar to the process for the Editor-in-Chief with the following exceptions:
 - a. The vote of The Varsity staff shall take place no later than the end of the publishing year in each year except where a vacancy arises owing to the resignation, death or dismissal of a masthead member; and
 - b. Candidates for masthead positions other than Editor-in-Chief shall submit applications to the Returning Officer not less than five (5) days prior to the date of the elections.
 - c. Paragraphs (j), (k) and (l) do not apply to the selection of masthead members.

D. Removal of the EIC

- 1. The Editor-in-Chief may only be dismissed in accordance with all of the following provisions:
 - a. where a motion to dismiss an EIC has been officially moved and seconded at a duly constituted meeting of the Board;
 - b. where the EIC has been informed of said motion and its content and effect in writing;
 - c. where the EIC has the right to address a duly constituted meeting of the Board to petition for amendments to, or withdrawal of, the motion;
 - d. where any vote pursuant to a motion made under sub-section (a) of this section occurs not earlier than forty-eight (48) hours and not later than seven (7) days after the motion is made;

- e. where not less than a two-thirds majority of the board votes in favour of passing the motion; then the EIC shall be dismissed. Where an EIC is dismissed, the Board shall follow the procedure outlined in the section of this policy entitled “EIC Vacancy”.

E. EIC Vacancy

1. In the event that the position of EIC becomes vacant during his or her term of office by resignation, death, or dismissal, the Board shall immediately appoint one member of the Masthead as Interim EIC.
 - a. The Interim EIC must be appointed by a motion of the board at a duly constituted board meeting, where not less than a two-thirds majority of the board votes in favour of passing the motion.
 - b. The masthead member in question must assent to hold office as Interim EIC before the motion is voted on.
 - c. The Interim EIC shall have all the powers and responsibilities of the EIC.
 - d. The Interim EIC shall hold office from the time of their appointment until the appointment of a successor OR until the expiration of the previous EIC’s term.
2. Following the appointment of an Interim EIC, the Board shall proceed to appoint a member of the corporation to fill the position of EIC on a permanent basis, according to the following procedure:
 - a. At a meeting of the masthead, the Chair will seek nominations for the position of EIC. Nominees must be moved and seconded by members of the masthead. The Chair will provide the masthead with seven (7) days notice of the meeting at which nomination will be accepted.
 - b. As soon as possible after receiving the nominations, the Chair will contact each nominee and ascertain whether they agree to serve as EIC for the remainder of the previous EIC’s term. If a nominee cannot be contacted within two (2) business day, they will be deemed to have declined to serve.
 - c. The Chair will then immediately give notice to the masthead and staff of the names of the nominees who have agreed to serve and the time and place of the election for EIC, which shall be no sooner than seven (7) days following the date of such notice.
 - d. At the time and place named, the Chair will conduct an election for the position of EIC subject to the section of this policy entitled “Editor-in-Chief Elections”. Masthead and staff are eligible to vote in this election.

3. The EIC appointed according to the provision of sub-section 2 will have the full powers and responsibilities of the EIC. Their term of office will commence immediately on their appointment and end at the expiration of the previous EIC's term.

F. Masthead Vacancies

1. In the event that the position of a member of the masthead becomes vacant (hereinafter referred to as the "Editor" in this section) during his or her term of office by resignation, death or dismissal, the Masthead shall appoint a Member of the corporation to fill the vacant position in the following manner:
 - a. the Member must be nominated and seconded by members of the Masthead
 - b. only members of the Masthead may vote (by secret ballot) for the purpose of selecting a Member to fill the vacant position
 - c. the vote may take place at any meeting of the Masthead provided seven days notice of the vote is provided.
2. The appointment of a Member to fill the vacant position is subject to the following provisions:
 - a. the Member appointed to fill the vacant position shall hold office for the remaining part of their predecessor's term of office
 - b. the Member appointed to fill the vacant position shall assume all the powers of the position
 - c. the process of filling the position shall be carried out as quickly as possible following the position becoming vacant
3. When necessary, the EIC may appoint a Member to hold the vacant masthead position on an interim basis until the position is duly filled.

41. Procedure for Policy Violation by a Director

The Board and its Directors are committed to faithful compliance with the provisions of the Board's policies. If after repeated and reasonable efforts under board monitoring a Director continues to violate Governance Policy, the Board will seek remedy via the following confidential process:

- direct an officer to seek legal counsel on the options available to the Board.
- consider its options and decide on a remedy in the best interest of the membership.
- hold an in-camera meeting to deliver the remedy to all Directors of the Board.
- publicly disclose its decision to the board in accordance with advice from legal counsel.

42. Appointed Directors

The ability to appoint a limited number of directors from outside the student body of the University of Toronto presents the corporation with a valuable opportunity to add considerably to the board's aggregate skills and the quality of discussion and outputs. Accordingly,

1. In accordance with the articles of incorporation and the by-laws, the Board will appoint two directors ("appointed directors") that are not students at the University of Toronto each year at some point during the months of May, June and July.
2. In accordance with the articles of incorporation and the by-laws, appointed directors shall serve terms that end no later than the next annual meeting of the corporation at which directors are elected.
3. The Board will develop and maintain a position description for appointed directors.
4. The position description for appointed directors will be posted to at least one public forum to solicit interest from the public.
5. If multiple applicants are received, applications will be processed through three rounds:
 - a. First, a committee of directors will select up to ten candidates for interview;
 - b. Second, a committee of directors will interview directors and forward up to four directors to the board; and
 - c. Third, the board will interview the applicants forwarded to it and offer appointments to two.
6. Because a multi-year involvement brings increasing returns relative to a one-year commitment, the desire and ability to serve for several consecutive terms will be given favourable consideration when selecting between multiple applicants.

43. Director Absenteeism

If a director is to be able to serve the members that elected them, then that director must at minimum attend meetings. Notwithstanding any good reasons for absenteeism, regular non-attendance can result in a lower quality of decision-making by the board and makes it harder to achieve quorum. Accordingly,

1. Directors should strive to attend all meetings (defined for the purpose of this meeting to mean meetings of all kind: meetings of directors, meetings of committees of which a director is a member, and meetings of members).
2. When a director determines that they cannot attend a meeting, that person will send regrets immediately to all directors and the EIC.
3. When a director determines that they can no longer regularly attend meetings, that person will promptly submit their resignation to permit another person to join the board instead.
4. If at any point a director has been absent for **two** meetings, then the Board Chair will remind the director in writing of this policy.

5. If at any point a director has been absent for **three** meetings, then the other directors shall consider whether to proceed with seeking the removal of that director from the board, either by
 - a. calling a special meeting of members at which an ordinary resolution to remove that director will be considered, or
 - b. if an annual meeting of members is upcoming in the near future, arranging for an ordinary resolution to remove that director to be placed on the meeting's agenda.

44. Contributions from the university community

In the interests of providing the most comprehensive possible coverage of the U of T community:

1. Any U of T student or member of the university community may contribute to *The Varsity* as a volunteer.
2. Notwithstanding 1, only members of the corporation may become staff.
3. The EIC may use any reasonable interpretation of 1, and may delegate the responsibility for interpreting this section to members of the masthead as they see fit.

Part 4: ENDS

45. Products

The Corporation shall publish news relevant to UofT students. Specifically, it shall provide:

1. comprehensive, fair and accurate coverage of the UofT's political, cultural, intellectual and athletic affairs.
2. interpretations and opinions of disparate and conflicting views on its coverage.
3. opportunities to learn the principles and practice of responsible journalism.
4. a forum to exchange information and opinion.

46. Recipients

The Corporation shall offer these products to the entire University community on all three campuses and in every college and faculty of the University.

47. Cost

The Corporation shall offer these products at a comparable cost to that of similar organizations and shall run a balanced budget.