

Job Description

Job Title:	Governance Manager
Department:	Waterloo Undergraduate Student Association
Reports To:	Executive Director
Jobs Reporting:	Governance Assistant
Salary Grade:	USG 8
Effective Date:	July 2023

Primary Purpose

The Governance Manager acts as secretary to a wide range of decision-making bodies and supports generally the governance functions of WUSA, including the provision of advice and guidance to all WUSA constituencies as a demonstrably neutral and objective resource. The Governance Manager oversees the documentation, provision, maintenance, and stewardship of records of the Corporation and those of joint committees or boards with WUSA and the University of Waterloo or parties external to the University community. This role advises senior WUSA administrators on the interpretation of and compliance with the bylaws and various policies and procedures.

Key Accountabilities

Governance Management

- Acts as secretary to a wide range of decision-making bodies and supports generally the governance functions of WUSA, including the provision of advice and guidance to all WUSA constituencies (societies and clubs) as a demonstrably neutral and objective resource.
- Advice and interpretation of by-laws, policies, and procedures.
- Management and oversight of Annual General Meetings and Town Halls.
- Writing governance documents, policies, procedures, and reports as required including regular review of governance bestpractices.
- Supports and provides guidance to the WUSA Board of Directors, and committees and joint committees on governance related matters.
- Overall responsibility for the work of the committees.
- Responsible for knowledge of developments in the areas related to committee's mandate and provide briefings to committee chairs, officers, and management.
- Coordinating the preparation for and follow-up to committee meetings, including agendas, reports to governance bodies and the written record of the meetings.
- Preservation of corporate memory for Board and Council, supporting the Executive Director asrequired.
- Thorough familiarity of WUSA, Societies and University by-laws, policies, and procedures and withgovernance processes required by statute or government regulation.
- Acts as a lead resource on matters related to internal governance processes.
- Manages inquiries from the undergraduate community regarding administrative governance and processes.
- Incumbent drafts agendas, minutes, and reports for designated committees or decision-making bodies for which an Officer is chairperson of the committee or body.

Training and Transition of Governance Bodies, and Committees

- Provides support to Executive Director and President with transition/orientation of officers and directors.
- Provide ongoing support and coaching to the Board of Directors as required.
- Orientation of new members to committee-related responsibilities providing appropriate training, reviewing any outstanding items, and providing a summary of previous years' decisions.
- Annual review of transition/training of Governance Bodies and committees with report to the Executive Director/President including recommendations.

Organizational Compliance Oversight

- Maintains thorough knowledge and understanding of Ontario Corporations Act, the University of Waterloo Act, and all applicable legislation which significantly impacts WUSA.
- Maintains very thorough knowledge of WUSA's corporate by-laws, policies and procedures and committee mandates.
- Ensures actions and decisions of our governing bodies are compliant with by-laws, policies, procedures and legislation.
- Oversees the documentation, provision, maintenance, and stewardship of records of the Corporation and those of joint committees or boards with WUSA and the University of Waterloo or parties external to the University community.

Elections and Referendum Management

- Serve as the Chief Returning Officer for WUSA and student senate elections.
- Acts as an administrator supporting elections or selection of Officers, Directors, and all WUSA Election/Referendum committees.
- Supports annual review of all Elections/Referendums and provides summary report and recommendations.
- Develops, maintains, and communicates electoral procedures and guidelines as required.
- Acts as project manager/lead to the Elections and Referendum committees/teams by providing management oversight to the Elections/Referendum processes.

Investigation Management

- Sound knowledge of the Ontario Human Rights Code, Occupational Health and Safety Act and internal policies on discrimination and harassment.
- Propose amendments to internal policies on discrimination and harassment to ensure compliance with regulation or as may be required.
- Receive complaints on workplace bullying or harassment, assist the complainant (where necessary) in completing the internal disclosure form and initiate a formal investigation regarding the complaint.
- Prepare a detailed report of summary of evidence received, description of any conflict of evidence, findings of credibility, findings of fact and conclusion about whether a violation of the harassment and discrimination policy and/or the provisions of the relevant regulation as occurred.
- Prepare an annual report on the number of complaints received and investigated.

Societies Support

- Provide governance related advice to societies as required.
- Assist in reviewing and interpreting internal governing documents for societies; amend or draft new governing documents as required.
- Provide assistance to societies as needed in the execution and delivery of quasi-judicial responsibilities.

Job Description

Liaison to External Counsel

- Liaise with the lawyers to provide advice on different legal risk factors that can affect WUSA's business decisions and operations.
- Discuss board or member approved amendments to the bylaws and other internal governing documents with the lawyers and present draft amendments (where requested by board) for their review.
- Seek legal advice on matters pertaining to societies that have been brought to WUSA's attention.

Governance Personnel Management

- Participate in the hiring and development of governance personnel.
- Assign and review tasks delivered by the governance assistant.
- Conduct annual performance appraisal and goal setting with the governance assistant.
- Develop the annual governance budget for the team.

**All employees of the University are expected to follow University and departmental health and safety policy, procedures, and work practices at all times. Employees are also responsible for the completion of all health and safety training, as assigned. Employees with staff supervision and/or management responsibilities will ensure that assigned staff abide by the above, and actively identify, assess, and correct health and safety hazards, as required.*

Required Qualifications

Education

- Undergraduate degree in a relevant field of study such as corporate governance, business administration, economics, and public policy
- Master's degree or professional degree in law, policy and governance strongly preferred.

Experience

- 5 years' progressive experience in a leadership or management/supervisory role including working with executive and senior management roles.
- 3 years' experience leading workplace investigations [including reading and applying the Ontario Human Rights Code and the Occupational Health and Safety Act](#).
- 3 years' related experience as a recording secretary in a governance-related position, preferably in the public sector, or an equivalent combination of practice-related and governance experience in not-for-profit or post-secondary sectors
- 3 years' experience working on and with different governing or decision-making bodies, ideally within a not-for-profit.
- 2 years' experience writing and interpreting a corporation's governing documents.

Knowledge/Skills/Abilities

- Thorough knowledge of the Ontario Corporations Act and proven ability to interpret and apply in a not-for-profit environment.
- Knowledge and application of best practices for a governance structure including thorough understanding of bylaws, policies, procedures, and protocols.
- Excellent collaboration, organization, communication, and leadership skills
- Ability to understand and appreciate diverse points of view about complex and often inter-related issues.
- Demonstrated ability to maintain productive working relationships with people at all levels both internally and externally.
- Ability to apply principles effectively and consistently to factual situations in a highly confidential environment.
- Good working knowledge of parliamentary procedure (e.g. Robert's Rules of Order) and procedures for the conduct of meetings, both formal and informal
- MS office knowledge with Word and PowerPoint at an expert level
- Conflict Management skills – ability to effectively influence, negotiate and build consensus when working with a diverse group of people.
- Strong coaching/mentorship and people management skills.
- Investigative skills – ability to apply basic interviewing techniques, critical thinking, analyze evidence received, and prepare comprehensive report on findings.
- Superior political acumen

Nature and Scope

- **Contacts:** Internally communicates with Executive and senior management as well as with members of the Board of Directors. Maintains positive working relationships within an environment that can be highly contentious and sensitive and where work is necessarily carried out with discretion, requiring that they are conscientious and trustworthy. This position has regular contact with the Board of Directors, and externally with UW Senators, Governors, legal representatives, the public and government organizations.
- **Level of Responsibility:** Directly supports and guides the governance, deliberative and compliance processes of the Corporation by providing prompt information and advice on bylaws, policies, procedures, precedents, guidelines and protocol to the President, Executive Director, Chair of the Board, committee members and committee chairs.
- **Decision-Making Authority:** The incumbent uses discretionary authority to provide advice and solutions to queries and problems raised relating to governance, and particularly complex election matters, often with little lead time. Provides advice regarding governance and deliberative processes to a variety of senior administrators and the WUSA Executives in a consistent, fair, reliable, and trusted manner. They will identify and recommend procedures and practices to protect the Corporation from undue reputational and regulatory risks. Must use tact, judgement, and diplomacy in formulating responses to inquiries and be able to apply principles to complex situations.
- **Physical and Sensory Demands:** There are minimal physical or sensory demands other than those ordinarily occurring in a workplace of intensity and high volume and continuous change.
- **Working Environment:** Office based environment. Occasional travel on behalf of the Corporation or its senior management to provincial and national conferences. This is a fast-paced work environment where the governing bodies change termly or annually. Evening and weekends required.