

To: UWOFA Board

From: Policy and Governance Committee

The Policy and Governance Committee (Kim Clark, Bev Brereton , Tom Murphy, Vicki Olds, Clive Seligman, Paul Handford, Mike Carroll) has been meeting regularly since Sept to review and revise UWOFA's Constitution and Bylaws. The two documents circulated to the Board are the result of those deliberations and make clear what additions (underlined material) and what deletions (~~struck-out material~~) are being recommended.

In some cases, existing material is simply being re-arranged into a more logical order. Still, the Committee wants to call to your attention a number of substantive changes that we recommend:

Constitution

- We've now outlined procedures for affiliating and disaffiliating UWOFA with other organizations (Article III)
- For membership in the Association, we propose moving from an "opt in" to an "opt out" mechanism (Article IV.2)
- Article V.3 now makes clear that the "two term" rule applies to Treasurer and Secretary (just as it applies to other Board members representing particular constituencies)
- The Grievance Officer has been added as an ex officio member of the Board (Article VI.3. e)
- We've clarified the procedures to be followed when there's an unexpected vacancy in the office of the President and/or Vice President (amid lots of jokes re lots of different people being on buses that go over cliffs, etc) [Article VI.5 and VI.6]
- We've added some detail surrounding some of the activities associated with the Nominating Committee (Article VI.8)
- We've specified more precisely what happens when a vacancy occurs on the Board generally (Article VI.9)

Bylaws

- We are proposing some small changes to the composition of the Nominating Committee (in particular, recommending that at least one member be a librarian or archivist) [2.a]
- We make clear what has always been the practice: in the case of Board members representing a designated faculty or librarian/archivist seat, only Members in that unit can vote [4.c]
- In the new clause 8, we've made it clear that if the Board wants to exceed the operating expense portion of the approved budget by more than 2%, the Board has to obtain prior approval at a General Meeting. The meaning of the previous clause was never clear.