ATTENDANCE

Please convey regrets to the Chair of the Board at chair@wusa.ca.

Expected Attendees:

- Vice President Abouelnaga*
- General Manager Burdett*
- Chair Easton
- Director Eyre
- Vice President Guevara
- Director Hunte

* Non-Voting Resource Member

Expected Absences:

- None

* Regrets

ORDER OF BUSINESS

**Public Session**

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Public Session

1.0 PRELIMINARIES

Adding items to the agenda requires a two-thirds vote.

1.1 CALL TO ORDER

The Chair calls the meeting to order at 6:00PM EDT.

1.2 APPROVAL OF THE AGENDA

The Chair assumes the Agenda.

1.3 TERRITORIAL ACKNOWLEDGEMENT

Pursuant to Federation Policy 50, Indigenous Engagement and Inclusivity, the Chair acknowledges the territory upon which WUSA operates.

1.4 ORAL CONFLICT OF INTEREST DECLARATION

In accordance with Procedure 2, §II(6), the Chair poses the following question:

"In relation to any of the items of business on the agenda for this meeting, does any Director have an actual, perceived, or potential conflict of interest?"

1.5 REMARKS OF THE CHAIR

2.0 APPROVAL OF THE MINUTES

2.1 OUTSTANDING MEETING MINUTES

1. 14 May 2020 Regular Board Meeting
2. 9 June 2020 Regular Board Meeting
3. 19 June 2020 Special Board Meeting
4. 6 July 2020 Special Board Meeting
5. 14 July Regular Meeting
3.0 Reports

3.1 Executive Reports

Each executive will provide an oral report.

1. President (Simpson)
2. Vice President, Operations & Finance (Guevara)
3. Vice President, Education (Town)
4. Vice President, Student Life (Abouelnaga)

3.1 Committee Reports

Each Committee Chair will provide an oral report.

1. Executive Committee (President Simpson)
2. Strategic and Long Range Planning Committee (President Simpson)
3. Planning Student Spaces and Works Committee (Vice President Guevara)
4. Executive Structure Review Committee (Director Eyre)

4.0 Business Arising from the Minutes

Business arising from the minutes is business carried on to a meeting from a previous meeting.

5.0 General Orders

5.1 Long Range Plan Consultation

A 30-minute consultation for the Long Range Plan.

Submitted By: President Simpson

5.2 Board of Publications Procedure

Be it resolved that approves the new Board of Publication Procedure, as presented; and,

Be it further resolved that the Board approves amendments to Board Procedure 31, as presented.

Submitted By: President Simpson
5.3 Resolution on Policy 0 Compliance

Whereas WUSA Policy Number 0 ‘Administration of Policies’ states that any corporate or advocacy policy “must be approved by the Students’ Council, subject to the procedures of Council and devolution of authority”; and,

Whereas the reputation of WUSA is affected by the advocacy stances it holds; and,

Whereas COPS procedure states that the committee has the power to “Make decisions on behalf of the Students’ Council between regular meetings of Council, provided decisions do not justifiably warrant the consideration of the Students’ Council”; and,

Whereas major advocacy stances warrant the consideration of Students’ Council.

Be it resolved that the Executive must receive explicit approval from a vote of Council before adopting a new major advocacy stance. This applies for advocacy stances that have significant reputational impact, questionable alignment to the objects of the corporation, or policies normally submitted as an advocacy policy in proper procedure to the Council.

Be it further resolved that the Executive shall consult with the Board of Directors, when appropriate, where such stances may have questionable alignment with corporate objects or pose potential risks, as outlined in Board Procedure X: Risk Management.

Submitted By: Director Eyre

6.0 Other Business

Any Director may raise any item of concern during other business. Generally, long discussions without a specific motion before the Board should be avoided. A one-third (1/3) vote by the Directors present at the meeting is sufficient to postpone consideration of the motion to a future date.

Confidential Session

Be it resolved that the Board enters confidential session.

7.0 Preliminaries

7.1 Approval of the Agenda

The Chair assumes the Agenda.
7.2 **Oral Conflict of Interest Declaration**

In accordance with Procedure 2, §II(6), the Chair poses the following question:

"In relation to any of the items of business on the agenda for this meeting, does any Director have an actual, perceived, or potential conflict of interest?"

7.3 **Remarks of the Chair**

8.0 **Approval of the Minutes**

8.1 **Outstanding Confidential Meeting Minutes**

1. 14 May 2020 Regular Board Meeting
2. 9 June 2020 Regular Board Meeting
3. 19 June 2020 Special Board Meeting
4. 6 July 2020 Special Board Meeting
5. 14 July Regular Meeting

8.2 **Amending April 2020 Regular Meeting Minutes**

Amendments and corrections to confidential minutes.

9.0 **Reports**

9.1 **Executive Reports**

Each executive will provide an oral report.

1. President (Simpson)
2. Vice President, Operations & Finance (Guevara)
3. Vice President, Education (Town)
4. Vice President, Student Life (Abouelnaga)
9.2 Committee Reports
Each Committee Chair will provide an oral report.

1. Executive Committee (President Simpson)
2. Audit and Risk Management Committee (Director Hunte)
3. Personnel Committee (Vice President Guevara)
4. Health Plan Oversight Committee (Vice President Guevara)

10.0 Business Arising from the Minutes
Business arising from the minutes is business carried on to a meeting from a previous meeting.

10.1 Staff Satisfaction Survey Recommendations
Recommendations arising from the staff satisfaction survey.

11.0 General Orders

11.1 Executive Performance Evaluation
A discussion on a framework by which to evaluate executive performance.

12.0 Other Business
Any Director may raise any item of concern during other business. Generally, long discussions without a specific motion before the Board should be avoided. A one-third (1/3) vote by the Directors present at the meeting is sufficient to postpone consideration of the motion to a future date.

Public Session

Be it resolved that the Board leaves confidential session.

13.0 Announcements
14.0 ADJOURNMENT

Be it resolved that the Chair adjourns the meeting.
A) Overview and General Information
   a. Purpose
      i. This procedure shall be the Terms of Reference for the Board of Publications, which shall be a standing administrative committee of the WUSA Board of Directors.
   b. Background
      i. The Waterloo Undergraduate Student Association (WUSA) is the owner of various student publications and the campus newspaper, as constituted by the Board of Directors in accordance with Policies of the Corporation. The Board of Directors has a fiduciary responsibility to supervise the management of the publication. The Board’s composition includes some selected student representatives, who may be the subject of published news and editorial coverage, making it challenging for the Board of Directors to provide direct and wholly independent governance for all aspects of publication.
      ii. In order to minimize this potential conflict of interest posed by the above challenge, the Board of Publications shall be constituted to offer objective recommendations to the Board on strategy, procedure and guidelines, finance, and personnel matters. The Board of Publications shall be composed of students with limited or no affiliation to the Student Government or management, and non-undergraduate student community members who will provide valuable skills, historical context, and perspective to the Board of Publications.
   
B) Board of Publications
   a. Duties and Responsibilities
      i. The Board of Publications shall provide regular reports to the Board of Directors regarding student publications, including, the operational updates and progress on key performance indicators as may be set from time to time by the Board of Publications or the Board of Directors. The Board of Publications shall make recommendations regarding policy, strategy, and business matters to the Board of Directors as necessary.
         1. The Board of Publications shall not be involved in the day-to-day management and editorial decisions of the publications, as that is the responsibility of the Publisher, under advisement from the Executive Editor and the Editorial Board.
         2. The Board of Publications shall be responsible for the interpretation of the constitution of the Student Publication/Newspaper (formerly Imprint).
      ii. Adjudicate editorial complaints that have not been resolved by the Publisher, in accordance with applicable procedures as set by the Board of Publications.
      iii. Review and approve any Strategic Plans, in collaboration with all relevant stakeholders, to stand as a reference document for the Student Federation of Students.
Publication/Newspaper (formerly Imprint) and to support the identification of priorities during the annual budget process.

1. The Board of Publications shall ensure each publication maintains a strategic plan and the Publisher, supported by relevant full-time management and staff, shall be responsible for coordinating its implementation.

2. The Board of Publications will ensure that all publication strategic plans are well aligned with the Long Range Plan of the Corporation and is capable of being supported by available organizational resources.

iv. Recommend the annual budgets (including advertising, publishing, and editorial) of relevant student publications to the Vice President, Operations & Finance, and Budget & Appropriations Committee as part of the annual budget process;

v. In collaboration with the Publisher, amend the Student Publication/Newspaper (formerly Imprint) approved constitution and operating procedures, including but not limited to those related to editorial rules and handling of complaints;

vi. Make recommendations pertaining to discipline, termination, or human resources generally to the Personnel Committee.

C) Membership

i. The Board of Publications shall be composed of:

1. Three (3) University of Waterloo students at-large, voting, for a term of One (1) year, and with an automatic renewal for one (1) additional year if eligible and willing.

2. Two (2) individuals who are not University of Waterloo undergraduate students, voting, for a term of Two (2) Years, renewable once up to a maximum of four (4) years;

3. One non-Executive voting member of the Board of Directors, normally the Chairperson of the Board of Directors, voting, ex-officio;

4. Publisher, voting, ex-officio;

5. Vice President, Operations & Finance, or a designate thereof as a non-voting resource member.

ii. The inaugural Board of Publications shall be composed of two (2) student-at-large, (1) non-Executive member of the Board of Directors, the Chair of the Board, and the Publisher. The inaugural Board of Publications or the Board of Directors may assign non-voting resource members at its discretion.

iii. Staff of any Student Publication/Newspaper (formerly Imprint) and other WUSA employees or volunteers are ineligible to serve as voting members of the Board of Publications.

D) Appointment of the Board of Publications

a. Voting members shall be ratified by the Board of Directors upon the recommendation of a Nominating Committee of the Board of Publications ("Nominating Committee"). The Nominating Committee shall be responsible for recruiting members, establishing selection criteria, and conducting a hiring process.
b. Student-at-large voting members may serve for a term of one (1) year, renewable once up to a maximum of two (2) years and individuals who are not University of Waterloo undergraduate students may serve for a term of two (2) years, renewable once up to a maximum of four (4) years;
   i. Notwithstanding the foregoing, To establish continuity in membership, the inaugural Board of Publications shall nominate candidates for Fiscal Year 2022, who shall be appointed by the Board of Directors and effective 1 May 2021 shall serve as the newly constituted Board of Publications.

c. Nominating Committee shall be composed of:
   i. Two (2) non-Executive voting member of the Board of Directors, one of whom is normally the Chairperson of the Board of Directors;
   ii. The Publisher of the Student Publication/Newspaper (formerly Imprint);
   iii. One (1) additional Student Publication/Newspaper (formerly Imprint) staff member who is elected by the Editorial Board of each constituted student publication; (5) One current Board of Publications member.

d. The Board of Publications shall strive to make decisions by consensus; if consensus cannot be achieved, decisions shall be made by majority vote in accordance with parliamentary authority.

E) Chairperson
   a. The Board of Publications shall vote internally to appoint a Chairperson, and report the same to the Board of Directors for information.
      i. The Chair must be a voting member of the committee, who is not the Chair of the Board of Directors or Publisher.

F) Meetings
   a. The Chair, in collaboration with the Publisher, shall prepare an agenda and supporting documentation. Agendas and supporting materials shall be distributed to Committee members no later than four (4) business days before the meeting.
   b. The Chair shall determine, at least five (5) business days in advance, a date, time, and location for regular meetings. The Committee shall meet at least once per month, but may meet more frequently if justified by the workload.
   c. Special meetings of the Board of Publications may be called by the Chair, Publisher, or the Board of Directors.
   d. The Chair shall submit a report to the Chair of the Board of Directors and Corporate Secretary for inclusion on the agenda of each regular meeting of the Board of Directors.
   e. The Chair shall provide an annual budget presentation to the Budget & Appropriations Committee on the financial status of all the Student Publication/Newspaper (formerly Imprint) constituted by the Board of Publications.
A) Overview and General Information
   a. Duties and Powers
      i. The committees outlined herein are the standing committees of the Board, and shall:
         1. Carry out the duties as listed in their terms of reference and in accordance with any other instructions of the Board;
         2. Provide an oral report on the activities of the committee to the Board at each regular meeting, which will be presented by the chair or a designate thereof;
         3. Provide a written report on the activities of the committee to the Board at least termly, which will be presented by the chair or a designate thereof;
         4. Appoint, unless otherwise listed in this procedure, a chair and vice chair for the committee.
      ii. This procedure excludes some joint committees listed in the procedures of Council or otherwise defined in accordance with the terms of reference thereof.
   b. Committee Membership
      i. Committees shall normally be limited to the membership as described in each committee’s terms of reference.
      ii. Where a committee’s terms of reference do not specify otherwise, the term of office of a committee member is until the end of the governing year of their appointment.
      iii. Unless otherwise specified by its terms of membership, quorum for a committee is one half of voting members.
   c. Removal of Committee Members
      i. A committee member shall be considered absent from a meeting if they either do not attend or are more than 15 minutes late. The Chair may excuse an absence at their discretion if they were informed 24 hours prior to the committee meeting, or if extenuating circumstances apply.
      ii. If a member has two (2) unexcused absences or four (4) total absences to a committee, the chair must notify the member that they are at risk of removal. If, after being warned, they incur an additional excused or unexcused absence, then the chair may remove them from the committee, effective immediately.
      iii. When the chair removes a member from the committee, they shall inform the Secretary of the Corporation, who shall report the matter to the Board of Directors. The Board may consider a motion to reinstate the removed member at its next meeting.
      iv. If a committee’s membership status impedes the committee’s ability to fulfill its mandate, the committee chair can request that the Chair of the Board call a special meeting of Board to elect new members onto the committee. The Chair shall honour such a request if it is feasible and if the matter cannot wait until the next regular meeting.
v. If a committee’s chair fails to hold regular meetings, follow procedure, or is otherwise unable or unwilling to perform their duties, the vice chair shall hold meetings and, if determined by the committee, shall assume the role for the remainder of the governing year. If both the chair and vice chair are unable or unwilling to execute their duties, the committee may appoint a chair pro tempore to fill the role and report the matter to the Chair of the Board. vi. Nothing in this section limits Board’s authority to appoint or remove members from committees or to delegate that authority. vii. If the committee’s chair or vice chair are removed from the committee, they shall be considered ‘unable to perform their duties’.

Standing Committees of the Board of Directors:

B) Audit and Risk Management Committee
   a. Responsibilities
      i. With respect to external auditors, the issuance of the annual audited financial statements, and any internal auditors, to:
         1. Review the external audit plan annually regarding the scope of the audit, and the costs
         2. Assess, independent of the external auditor the overall approach and the related fees
         3. Recommend annually to the Board on the (re-)appointment of external auditors and on the fees to be paid
         4. Approve what services, exceeding $10,000 that the external auditors provide in addition to the audit of the financial statements, where appropriations have been approved through the budget process
         5. Recommend the financial statements to the Board of Directors for approval
         6. Approve annually any internal audit plans that may arise, and report accordingly to the Board of Directors
         7. Approve the appointment of internal auditors, as may, from time to time, be required
         8. Ensure that auditors and financial officers have direct access to the committee regarding any concerns about matters they feel have not been satisfactorily handled by others, and that there are no unresolved issues between management and the auditors that could affect the audited financial statements
         9. Meet directly with the auditors (both external and internal) in the presence or absence of management, as the Committee may determine appropriate, at every meeting at which the auditors are to be in attendance
        10. Review contentious issues, including actual or anticipated litigation, with material financial impact
11. Assess the risk of fraud and ensure appropriate oversight process, including controls and appropriate segregation of duties to assist in the prevention and detection of fraud.

12. Review reports to management from the auditors and ensure that management has taken appropriate corrective action.

13. Report to the Board of Directors as appropriate on the activities of the auditors and the adequacy of their activities.

14. Retain or appoint, at the corporation’s expense, such experts and advisors as it deems necessary to carry out its duties, provided that the committee shall advise the Budget & Appropriations Committee of such actions.

ii. To monitor the effectiveness of internal controls and management information systems, including:
   1. That appropriate policies, standard operating procedures, and directives are in place for internal accounting, financial control, information technology and management information.
   2. That appropriate processes are in place to address and comply with applicable statutory, regulatory requirements, as appropriate reporting to the Board on these matters.

iii. To monitor, in accordance with Board Procedures, the effectiveness of risk management activities, including:
   1. Monitoring the effectiveness of the risk management environment, generally.
   2. Receiving and considering reports on significant risks or exposures to the organization and reviewing the management of such cases by the Executive Committee.
   3. Reviewing the consolidated report of the General Manager regarding each department of the Federation’s assessment of and mitigation strategies for risks on an annual basis or when otherwise necessary.
   4. Discussing with administration, risk managers, internal controllers, and the external auditors the major risk exposures (whether financial, operational, or otherwise), and the adequacy and effectiveness of accounting and financial systems, and the steps administration has taken to monitor and control such exposures.
   5. Approving any new instruments used to measure risk based off the recommendation of the Vice President, Operations & Finance. This will occur yearly in the last fiscal quarter. Additionally, the Committee shall be responsible for accepting risks and providing an update to Board of Directors.
   6. Reviewing the status of risk management initiatives and emerging issues that have the potential to impact the organization’s risk profile.
   7. Reporting to the Board on risk management, as applicable.

iv. Ensuring that committee members receive appropriate orientation regarding the work of the committee, and that training to enhance financial literacy and
best practices in risk management is made available to committee members as required.
v. To assess the adequacy of the Committee’s terms of reference and to propose any needed amendments to the Board of Directors.

b. Membership
   i. Two (2) non-executive members of the Board of Directors, one of whom shall be voted in as Chair of the Committee;
   ii. The Vice President, Operations and Finance, who shall be Vice Chair of the Committee;
   iii. The Chair and Vice Chair of the Budget & Appropriations Committee; d. The President;
   iv. The General Manager, as a non-voting resource member;
   v. The Chair of the Board of Directors, as a non-voting resource member;
   vi. Any individual as deemed appropriate by the voting members of the Committee who shall serve as a non-voting resource member.

c. Meetings
   i. The Committee will at least once termly.
   ii. Special meetings of the Committee may be scheduled by the Board, the Committee Chair, the General Manager, or any Executive.

C) Personnel Committee

a. Responsibilities
   i. Oversight of all employment and staff management matters on behalf of the Board of Directors;
   ii. Collection and maintenance of staff data as required under the law and relevant University of Waterloo Policy;
   iii. Supporting and overseeing the performance management or progressive discipline of employees with a goal of organization-wide performance improvement;
   iv. Updating the Board at least termly with respect to the general status of employment in the Corporation, including:
      1. Engagement or termination of employees;
      2. Management difficulties (in in camera session only);
      3. Other items by request of the Board.
   v. Updating the Board annually with respect to the evaluation of personnel
   vi. Performing all duties as laid out in Procedure 19: Engagement, Termination, and Evaluation of Full-Time Personnel and ensuring appropriate adherence to Procedure 20: Engagement, Termination, and Evaluation of Part-Time Personnel; and g. Any other duties, of or related to human resources, for which authority is devolved by the Board of Directors.

b. Membership
   i. The Vice President, Operations & Finance, who shall be chair;
   ii. The President;
   iii. The General Manager; and
iv. Any individual as deemed appropriate by the voting members of the Personnel Committee and who shall serve as a non-voting resource member.

c. Meetings and Conduct of Business

i. The Personnel Committee shall meet at least once termly;

ii. The nature and general purpose of discussions shall be recorded for internal use by the Committee, along with exact text of any formal decisions, in the official record;

iii. Normally, decisions shall be made by unanimous consent of the voting members.

D) Strategic Long Range Planning Committee

a. Overview

i. The Strategic Long Range Planning Committee is a joint committee with Students’ Council intended to support the President in fulfilling their strategic duties and drive the development and implementation of the organization’s Long Range Plan.

   1. Every five (5) years, the Committee is required to develop, with appropriate consultation, a cohesive Long Range Plan, for adoption of Board at the recommendation of Students’ Council.

ii. The membership of the committee shall be comprised of

   1. The President, who shall serve as the chair;
   2. Two (2) non-Executive Directors, selected by the Board of Directors;
   3. The General Manager;
   4. Two (2) student Councillors, voted in by Students’ Council
   5. One (1) student at-large, voted in by Students’ Council at the recommendation of the President;
   6. External Facilitator(s), selected by the committee, who shall collectively exercise one (1) vote (only during the development of a Long Range Plan);
   7. The Corporate Secretary, as a non-voting resource member
   8. The Stakeholder Relations Officer (SRO), as a non-voting resource member;
   9. The Director of Marketing, Communications, and Outreach as a non-voting resource member; and
   10. Other non-voting, resource members where approved by a majority of the committee

b. Meetings and Conduct of Business

i. The Committee shall require a quorum of four (4) voting members for the conduct of business.

ii. The President shall call the committee to order within the first four (4) weeks of the governing year and shall thereafter meet the committee at least once per month.

c. Duties and Powers

i. The Committee is generally responsible for supporting the President in the setting and achievement of strategic objectives
Without limiting the generality of the foregoing, the Committee is expressly responsible for:

1. Advising on the strategic and long range matters of the organizations, particularly to the President, Executive Committee, and the Budget & Appropriations Committee;

2. Reviewing and providing feedback, within the context of the Long Range Plan and Charter, on strategic planning documents before their approval by the Board of Directors;

3. Reviewing and approving, within the context of the Long Range Plan and Charter, the Executive Action Plan, on behalf of the Board of Directors;

4. Reviewing for information the Departmental Plans that have been approved by the President, on the advice of the VP Operations & Finance and General Manager;

5. Assisting, as needed, the President and General Manager with the development of strategic planning material, including annual and communications plans;

6. Developing the Long Range Plan within the context of the Charter and Policies of the Corporation; and

7. Developing implementation plans for the Long Range Plan and causing for them to be carried out.

E) Planning, Student Spaces, and Works Committee

a. Responsibilities

i. To oversee and assist with the management of the Student Life Centre (SLC), other student buildings, commons, and spaces;

ii. Provide recommendations to the Board of Directors and the Vice President, Operations & Finance, on the management of student spaces;

iii. To develop and not less than annually perform a review of a five (5) year capital improvement plan (CIP) for those student commons, spaces, and buildings which are owned, operated, or managed by students, for recommendation to the Board of Directors;

iv. To oversee student space planning and development activity in the context of the CIP and prudent environmental sustainability projects;

v. To make recommendations to the Board of Directors on campus planning and development of initiatives, with due consideration to the impact on multi-campus sites, including without limitation the acquisition or disposal of land or buildings, the use of land, buildings, and facilities, and the review of all agreements to which the association is a party having impact on the acquisition, use, development, operations, or management of real property, leaseholds, or similar;

vi. To approve, on behalf of the Board of Directors, all capital, renovation, or construction projects budgeted for in the approved budget or from discretionary budget allowances up to a maximum of $500,000; and to make recommendations to the Board of Directors regarding such projects exceeding $500,000, including (without limitation) the appointment of architects and
design consultants, the business plan and specific project budget, the design, and the award of construction contracts, where appropriate.

vii. To approve guidelines, internal protocols for cost estimating, competitive tendering of bids, awarding of contracts, contract administration, cost control and payments, subject to procedure;

viii. To ensure that student spaces comply with all building codes, fire codes, safety regulations, University Policies and Procedures, and other applicable statutory and regulatory provisions, and to review compliance as needed;
   1. To strive to improve accessibility and bring student spaces towards and exceed compliance with Accessibility for Ontarians with Disabilities Act (AODA) and Ontario Building Code (OBC) standards;
ix. To ensure that appropriate capital maintenance and renewal programs are in place for student spaces;

x. To review semi-annually the status of capital projects, including status of accumulated debt and compliance with procedures on the authorization of capital expenses and other policies and procedures;

xi. To act as a resource for project management within student spaces and offer advisement to the Office of the Vice President, Operations & Finance, and constituency Societies as appropriate;

xii. To ensure that the interest of students is considered in all decisions relating to student buildings, commons and other spaces; and

xiii. To report annually to the Board of Directors on all matters related to space planning issues, student works, and capital projects operated by the Corporation.

b. Membership
   i. The Vice President, Operations & Finance, who shall be chairperson;
   ii. The General Manager;
   iii. Two (2) members of the Board of Directors;
   iv. One (1) member of Students’ Council;
   v. One (1) At-Large student member;
   vi. The President, as a non-voting resource member;
   vii. The Director of Operations & Development, as a non-voting resource member;
   viii. The Student Life Center Operations Manager, as a non-voting resource member;
   ix. One (1) member appointed by the Graduate Student Association (GSA), as a non-voting resource member; and
x. Those other parties as the Committee may from time to time require in a non-voting resource capacity.

c. Meetings
   i. The Committee shall meet a minimum of once per term; b. Other meetings shall be held as necessary at the discretion of the chair;
   ii. The quorum for the transaction of business at any meeting of the committee shall be a simple majority of the voting members of the committee.

F) Health Plan Oversight Committee
   a. Purpose
i. The purpose of this Committee is to oversee the administration of the University of Waterloo Student Health Plan and the Student Assistance Plan (collectively referred to as the “Plan”). As policy holders of the Plan, the Waterloo Undergraduate Student Association (WUSA) and the Graduate Student Association (GSA) have need of information and guidance when making decisions regarding the management of the Plan. This Committee will allow policy holders access to resource members who have expertise and historical knowledge of the Plan.

b. Responsibilities

i. Maintain the financial sustainability of the Plan;

ii. Ensure the Plan provides the best value to students;

iii. Grant or deny, or delegate authority for the same, the coverage of special claims submitted by student members based on the following criteria:
   1. The validity of the medical case presented by the student and their physician,
   2. The financial impact on the Plan, and
   3. The improvement of the student’s well-being and academic success;

iv. To receive reports from and seek expert clinical advice from resource members in the management of the Plan;

v. Determine Plan coverage, service levels, and make decisions regarding addition, suspension, removal, and review of Plan offerings;

vi. Review and make recommendations to the Vice President, Operations & Finance, President, and Board of Directors regarding plan vendor contracts; and

vii. To review and determine appropriate resolution of any matters or questions regarding the plan.

c. Membership

i. The voting membership of the committee shall be the following parties:
   1. Vice President, Operations & Finance (WUSA), who shall serve as co-chair,
   2. President (GSA), who shall serve as co-chair,
   3. President (WUSA),
   4. Vice President (GSA)
   5. General Manager (WUSA),
   6. Executive Manager (GSA);

ii. The non-voting, resource membership of the committee shall be the following parties:
   1. UWaterloo Health Services Representative,
   2. UWaterloo Counselling Services Representative,
   3. Plan Administrator or Vendor Representative,
   4. All other the parties as the Committee may, from time to time, determine;

iii. An Executive Sub-Committee consisting of the Committee co-chairs (or designates) shall exist to represent the Committee, negotiate on the
Committee’s behalf, and make recommendations to the Committee as it deems appropriate.

d. Meetings

i. The Committee shall meet at least once per term;

ii. Quorum of the Committee shall be at minimum a simple majority of voting members; and

iii. Other meetings shall be held as required by the decision of the co-chairs.

G) Executive Committee

a. Overview

i. The voting membership of the Executive Committee shall be:

1. The President;
2. Vice President, Education;
3. Vice President, Operations & Finance; and
4. Vice President, Student Life.

ii. The General Manager shall serve as a non-voting resource member on the Executive Committee.

iii. The President shall be the Chair of the Executive Committee and the Vice President Education shall be the Vice Chair. The President may be replaced as Chair by a two-thirds majority vote of the Board of Directors.

iv. The Vice President, Operations and Finance shall be responsible for minute taking.

v. The Executive Committee shall operate under Board Procedure 3: Code of Conduct.

vi. This section may not be suspended.

b. Meetings and Conduct of Business

i. The Executive Committee shall normally come to decisions by a unanimous consensus, but in cases of conflict, a majority vote of the committee is required to decide.

ii. In the case of a tie, that person in charge of the portfolio has the deciding vote; and

1. If Executive Committee is unsure of the portfolio, or the decision falls under all portfolios, the Board of Directors shall rule on the decision; and

ii. In the case of conflict, any member of the Executive Committee may appeal a decision to the Board of Directors, which shall rule on the decision.

iv. The Executive Committee shall normally have at least two meetings per week.
1. A meeting of the Executive Committee may be called by any Executive with twenty-four (24) hours notice, or by unanimous consent.

v. The President shall present, in confidential session, the minutes taken at all meetings with an agenda to the Board of Directors on a regular basis.

vi. The Chair of the Executive Committee may, from time to time, choose to invite guests to the meetings of the Executive Committee. Such guests depart at the request of the Chair.

vii. If any matter was not circulated twenty-four (24) hours in advance of the meeting, any member may request a decision be delayed until the next meeting, unless the committee determines it is of imminent importance.

viii. The order of business for meetings shall normally be as follows, and shall always be conducted in confidential session:

1. Approval of the Agenda and the Minutes
2. Reports
   - Guests, in ascending level of responsibility within the Corporation:
   - General Manager:
   - President:
   - Vice President, Education:
   - Vice President, Operations & Finance:
   - Vice President, Student Life:
3. Business
   - Unfinished Business
   - General Orders
   - New Business
4. Announcements
5. Adjournment

ix. Any member of the Executive Committee, the General Manager, or the General Manager’s direct reports may submit an item to the Chair of the Committee for consideration at the next meeting.

c. Duties and Powers

i. The Executive Committee holds collective responsibility for the effective execution of executive powers.

ii. Certain powers of the Board or Council are devolved to the Executive Committee for expediency and expeditiousness in the conduct of business

iii. Without limiting the generality of the foregoing, the Executive Committee has authority to:

1. Draft and propose for approval Policies and Procedures to Students’ Council or Board;
2. Draft strategic proposals for consideration by the Board of Directors;
3. Advise the President and any governing body or committee in the completion of their duties;
4. Be conducted in confidential session:

   - Any member may request a decision be delayed until the next meeting, unless the committee determines it is of imminent importance.

   - If any matter was not circulated twenty-four (24) hours in advance of the meeting, any member may request a decision be delayed until the next meeting, unless the committee determines it is of imminent importance.

   - The order of business for meetings shall normally be as follows, and shall always be conducted in confidential session:

     1. Approval of the Agenda and the Minutes
     2. Reports
        - Guests, in ascending level of responsibility within the Corporation:
        - General Manager:
        - President:
        - Vice President, Education:
        - Vice President, Operations & Finance:
        - Vice President, Student Life:
     3. Business
        - Unfinished Business
        - General Orders
        - New Business
     4. Announcements
     5. Adjournment

   - Any member of the Executive Committee, the General Manager, or the General Manager’s direct reports may submit an item to the Chair of the Committee for consideration at the next meeting.

   - The Executive Committee holds collective responsibility for the effective execution of executive powers.

   - Certain powers of the Board or Council are devolved to the Executive Committee for expediency and expeditiousness in the conduct of business

   - Without limiting the generality of the foregoing, the Executive Committee has authority to:

     1. Draft and propose for approval Policies and Procedures to Students’ Council or Board;
     2. Draft strategic proposals for consideration by the Board of Directors;
     3. Advise the President and any governing body or committee in the completion of their duties;

   - Be conducted in confidential session:

     - Any member may request a decision be delayed until the next meeting, unless the committee determines it is of imminent importance.

     - If any matter was not circulated twenty-four (24) hours in advance of the meeting, any member may request a decision be delayed until the next meeting, unless the committee determines it is of imminent importance.

     - The order of business for meetings shall normally be as follows, and shall always be conducted in confidential session:

       1. Approval of the Agenda and the Minutes
       2. Reports
          - Guests, in ascending level of responsibility within the Corporation:
          - General Manager:
          - President:
          - Vice President, Education:
          - Vice President, Operations & Finance:
          - Vice President, Student Life:
       3. Business
          - Unfinished Business
          - General Orders
          - New Business
       4. Announcements
       5. Adjournment

   - Any member of the Executive Committee, the General Manager, or the General Manager’s direct reports may submit an item to the Chair of the Committee for consideration at the next meeting.
4. Determine the prioritization of annual goals and objectives, as stated in the Annual Plan or the Corporation’s Long Range Plan;
5. Assess organizational priorities not outlined in the Annual Plan or the Corporation’s Long Range Plan;
6. Reviewing grievances with any disciplinary actions performed by the Vice President, Student Life with respect to the Clubs or Student-Run Services fund;
7. Assessing risk and authorizing activities on any matter deemed high risk by the Risk Management Committee;
8. Offer managerial advice to the Personnel Committee and General Manager regarding staff matters, provided such discussion is consistent with UW Human Resources Policy;
9. Determine advocacy stances in relation to current events where no instruction is given by policy;
10. Interpret policy and procedure as required as it pertains to day-to-day operations where ambiguity exists.

iv. Notwithstanding the above, under extraordinary circumstances (such as a crisis or emergency), the Executive Committee is empowered take decisive action on behalf of the organization, under the following conditions:
1. The Executive Committee provide updates and justification on their direction and actions to either Students’ Council or Board;
2. Amendments to Policy or Procedure during the emergency shall no longer be in effect, unless ratified by Students’ Council or Board, as relevant; and
3. The Executive Committee may not amend, abrogate, or infringe on the authority of the Bylaws or the Charter.

Board of Publications

a. Overview

According to Corporate Policy 70: Editorial Independent and Codes of Ethics for Student Publications, as adopted by the Students’ Council, requiring the establishment of a quasi-independent administrative and oversight committee, the Board of Publications shall be regulated in accordance with it’s dedicated, stand-alone procedure, as well as the terms of acquisition of the former Imprint Publications, Inc.