

# BOARD OF DIRECTORS PROCEDURES

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## **BOARD PROCEDURES**

### **A) General Principles**

1. Board Procedures are intended to regulate the routine high-level operations and practices of the Board of Directors, the Executive, and the Federation of Students, within the jurisdiction of the Board subject to the Policies of the Corporation set by Students' Council.
2. Board Procedures are standing decisions of the Board, and so complete compliance with them is expected.
3. The Executives and the General Manager will be responsible for ensuring that the Federation of Students' operations and practices comply with the Board Procedures at all times.
4. The Chair of the Board will be responsible for ensuring that each Director is familiarized with the Board Procedures. The Chair of the Board will be responsible for ensuring Directors comply with the Policies and Bylaws of the Corporation, Board Procedures, and applicable statute. The Board shall be responsible for ensuring the Chair of the Board upholds the Policies and Bylaws of the Corporation and Procedures of the Board.
5. To the fullest possible extent Board Procedures shall be developed in compliance with the Policies of the Corporation set by Students' Council.
6. The Bylaws of the Corporation will always supersede Board Procedures. To the fullest possible extent the bylaws, these Procedures, and other governing documents of the Corporation will be interpreted and implemented with a view to upholding and enforcing the Policies of the Corporation set by Students' Council.
7. The President will maintain a manual of all Board Procedures, and will make this manual available to all full members of the Corporation. Changes to Procedure approved by Board must be reflected in the manual within 30 days.
8. This Procedure may not be suspended.

### **B) Initiation and Amendment of Procedures**

1. Board Procedures may be enacted, amended, or rescinded by a two-thirds majority vote of the Board of Directors on a formal resolution. Approval power may not be delegated.

2. Proposed changes to Board Procedure that directly impact the operations and management of full-time personnel shall be presented to all full-time personnel for comment at least two weeks prior to a formal vote by the Board.
3. The exact wording of proposed changes to Board Procedure, including proposals to enact any new Procedure, must be included in the pre-circulated agenda of the Board meeting at which they are to be voted on.

### **C) Review of Procedures**

1. Every Board Procedure shall be reviewed by the Board no more than three years from the date on which it was enacted or last amended, with the exception of any Procedures that specify otherwise.
2. In the months prior to a Procedure's mandatory review date, unless the Procedure itself specifies otherwise, the Chair of the Board and the President shall be jointly responsible for:
  - a. Identifying the personnel potentially affected by the Procedure, and reaching out for consultation on any proposed changes; and
  - b. Preparing a short report for the Board on the effectiveness of the Procedure in question, with recommendations for any changes to be made;
3. The Chair and the President may delegate the above responsibility to a committee, another Executive, and/or the General Manager, if they determine that the other party is better-suited to preparing the review.
4. The Board may choose to conduct a review of a Procedure at any time, even if that Procedure is not approaching its mandatory review date.

### **D) Exceptions to Procedure**

1. In the event that following Board Procedure in a specific circumstance is impossible or not in the Corporation's best interest, the Board may choose to grant an exception to the Procedure(s) in question.
2. An exception is granted when the Board votes, by two-thirds majority, to suspend the Procedure(s) in question for the specific instance.
3. The Board may choose to attach conditions to the exception.
4. If the Procedure(s) in question specify a different process for granting an exception, that process shall be followed instead.
5. No exceptions may be granted to Procedure(s) or parts of Procedure(s) identified as non-suspendable.

## **BOARD MEETINGS**

### **I. *General Principles***

1. Directors shall observe principles of mutual collegiality, respect, and good faith when participating in Board meetings.
2. To the fullest reasonable extent, when calling a meeting, the party making the call will attempt to ascertain the availability of their fellow Board members, and will choose a meeting time which accommodates as many members as possible.
3. To the fullest possible extent allowed by applicable legislation, the Bylaws of the Corporation, and the Board Procedures, the administration of Board meetings will be conducted with a view to transparent and accountable governance.
4. "Notice" for meetings, or of motions to be voted on at meetings, is deemed to be given once it is sent, regardless of when it may or may not actually be received; "one day" is assumed to mean a period of not less than 24 hours, unless otherwise specified; and "one business day" is assumed to mean a period of not less than 24 hours in which the Corporation's head office is open, unless otherwise specified.

### **II. *Administration of Meetings***

1. Board meetings shall at all times adhere to all applicable statutes, the Policies of the Corporation, and to the relevant governing documents of the Corporation, subject to the interpretation of the Chair.
2. In accordance with the Bylaws:
  - a. Due notice for all meetings must be given to every member of the Board in writing (email is acceptable), unless each member waives their right to notice, at the meeting or in writing prior to the meeting.
  - b. Quorum for all meetings shall be a simple majority of the voting members of the Board.
3. The Recording Secretary of the Board shall cause minutes to be taken at every meeting, in accordance with such standards as may from time to time be set by the Secretary of the Corporation.
  - a. The agendas and minutes from all regular session proceedings, including attached documents and the text of all motions to be voted on, will be made available to the full membership of the Corporation.
  - b. The agendas and minutes from confidential proceedings shall be made available only to members of the Board, and such authorized individuals as the Board may from time to time determine. The agendas for confidential proceedings shall be made available to the full membership of the Corporation in such a form that the membership could be expected to understand the nature of the items to be discussed, and the potential reasons for their confidentiality, without disclosing any confidential motions or otherwise sensitive business.

- c. All minutes are normally unofficial until approved at a subsequent Board meeting. However, any minutes from the current fiscal year unapproved after April 20<sup>th</sup> may be approved by a joint decision of the Chair of the Board, the President, and the Secretary of the Corporation.
- 4. The Chair of the Board is responsible for presiding over all meetings, and – except as may be otherwise specified by this procedure – shall be responsible for preparing the agenda for all meetings, and thus may determine which agenda items are to be conducted in confidential session.
  - a. Decisions by the Chair regarding confidentiality may be overruled by a majority vote of the Board.
- 5. The Board may, from time to time, direct the Chair to invite non-members of the Board to attend proceedings of the Board in person.
  - a. Notwithstanding the foregoing, the Chair shall be permitted to invite non-members of the Board to attend regular session proceedings, unless such invitation is objected to by any one (1) Director.
  - b. If the non-member of the Board is invited to attend a specific item of the confidential agenda, the Chair shall ensure such parties have signed non-disclosure agreements, and shall file the same with the Secretary of the Corporation. No party who has failed to sign a non-disclosure agreement shall be permitted to attend any confidential session of the Board.
- 6. At the start of every session (*viz.*, Confidential or Regular) of a meeting of the Board of Directors, the Chair shall pose 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?”*

And the Secretary shall note any and all responses received in the minutes.

7.

### **III. Types of Board Meetings**

#### **A) Regular Meetings**

- 1. Regular meetings of Board shall occur at least once per month, with the date, time, and place of the meeting which may be determined by the Chair, or by a resolution of the Board.
  - a. The Chair will normally set the date for the first regular meeting of an academic term, following consultation with all Board members. The dates for the remaining regular meetings of the term will normally be determined by the Board at the term’s first meeting.
- 2. Notice for regular meetings shall be sent to all Directors by the Chair at least ten days in advance of the meeting. The notice shall include the date, time, location (if the meeting is to be held outside of Waterloo), and a call for agenda items.
  - a. The deadline to submit agenda items for consideration at the meeting shall be no fewer than four business days in advance of the meeting.
- 3. The agenda for regular meetings shall be sent to all Directors by the Chair at least three business days in advance of the meeting, and shall include the exact location of the meeting, the text of all submitted motions to be voted on, and any relevant supporting documents. This rule may only be suspended if all Directors waive their right to notice
- 4. The format of all regular meetings shall be:

The format of all regular meetings shall be:

- a. Regular Session:

- i. Territorial Acknowledgement
    - ii. Oral Conflict of Interest Declaration
    - iii. Remarks of the Chair
    - iv. Approval of the minutes, and business arising;
    - v. Executive Updates (verbal), and business arising;
    - vi. Committee Reports (if applicable), and business arising;
    - vii. Procedurally-mandated Business (if applicable);
    - viii. Director-submitted Agenda Items;
    - ix. Other Business.
  - b. Confidential Session:
    - i. Oral Conflict of Interest Declaration
    - ii. Remarks of the Chair
    - iii. Approval of the minutes, and business arising;
    - iv. Executive Updates (if applicable), and business arising;
    - v. Committee Reports (if applicable), and business arising;
    - vi. Procedurally-mandated Business (if applicable);
    - vii. Director-submitted Agenda Items;
    - viii. Other Business;
    - ix. In Camera Proceedings:
      - 1. Executive Updates (if applicable);
      - 2. Discussion on Executive performance;
      - 3. Other Business.
    - x. Adjournment.
5. While any director is free to raise a motion in “other business” without prior notice (provided that the motion is otherwise in order), 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.

**B) Special and Emergency Meetings**

1. Special and Emergency meetings of the Board may be called, in accordance with the Bylaws, by:
  - a. The Chair of the Board;
  - b. Any one (1) Executive;
  - c. Any three (3) members of the Board; or,
  - d. A resolution of the Board
2. If the Chair requests that an Executive call a special or emergency meeting, the Executive shall not refuse.
3. Normally, special meetings will not be called when a regular meeting is sufficient, and emergency meetings will not be called where a special meeting would suffice.
4. Notice for special and emergency meetings shall be sent to all directors by the Chair or by the party calling the meeting:
  - a. At least seventy-two hours in advance (special meetings).
  - b. At least twenty-four hours in advance (emergency meetings).
5. The notice shall include the date, and time of the meeting, as well as:
  - a. The general nature of the business to be transacted (special meetings).
  - b. The agenda for the meeting, including the location of the meeting, the exact text of all motions to be voted on, and any applicable supporting documents (emergency meetings).
6. The agenda for special meetings shall be sent to all Directors by the Chair at least one day in advance of the meeting, and shall include the exact location of the meeting, the text of all motions to be voted on, and any applicable supporting documents. This rule may only be suspended with the unanimous agreement of the Board.

7. For special meetings, the Chair shall assist the party that calls the meeting with the preparation of the agenda, and shall determine which items of business are to be considered confidential.
8. The agenda for emergency meetings shall be prepared by the party calling the meeting, and all proceedings shall be held in confidential session; though the Board may, by a simple majority vote later choose to treat all or part of the minutes from such a meeting as though they took place in regular session.
9. No business may be conducted at a special or emergency meetings other than the business listed on the agenda, and any business that may directly arise from the outcomes of the business listed on the agenda. This rule may not be suspended.

#### **IV. Sessions of Board Meetings**

##### **A) Regular Session**

1. Unless otherwise directed by the governing documents of the Corporation or by the agenda for the meeting, all Board business shall be conducted in regular session.
2. Business raised or set to be conducted in regular session at regular or special meetings may be moved to confidential session by a majority vote of the Board.

##### **B) Confidential Session**

1. The Board shall reserve confidential sessions for the conduct of business pertaining to:
  - a. The Commercial Services;
  - b. Financial or human resources matters;
  - c. Legal affairs, including sufficiently sensitive matters;
  - d. Any and all matters which the Corporation is obliged by contract or statute to keep private;
  - e. Other business of a sufficiently sensitive nature such that it would pose an unacceptable risk to the well-being of the Corporation for such matters to be disclosed to non-directors or general members.
2. A majority vote is required in order to enter confidential session.

##### **C) In Camera Proceedings**

1. *In Camera* proceedings shall be reserved for the Board to hold limited-record discussions, as needed, on the topics of Board atmosphere and support, Executive performance, or the general welfare of the Corporation.
2. *In Camera* proceedings shall occur only during confidential sessions of regular Board meetings, and shall proceed in accordance with Part III-A.4 of this Procedure.
3. All business to be discussed *in camera* is for discussion only. No business may be moved or voted on while *in camera*.
4. It is a conflict of interest for members of the Executive Committee to remain in the boardroom during discussions on Executive performance, unless the Board requests one or more members remain behind to answer specific questions.
5. Minutes from *in camera* proceedings shall reflect only the general topics discussed during those proceedings, and shall make no reference to any individual member(s) of the Board, or specific points raised during discussion.
6. A majority vote is required in order to enter *in camera* proceedings.
7. *In camera* proceedings shall end once a director moves to adjourn the meeting, unless such a motion is ruled out of order by the Chair due to the presence of unresolved agenda items.
8. The rules governing *in camera* proceedings may not be suspended.

**DIRECTOR'S CODE OF CONDUCT**

**A. Scope and General Principles**

1. This procedure shall apply to all voting and non-voting members of the Federation of Students' Board of Directors.
2. As stewards of the Corporation, all Directors are expected to at all times act diligently and in good faith, with loyalty to the best interests of the organization, and a view to the furtherance of its objects.
3. Directors should also at all times be aware that they are representatives of the Federation of Students, and should not, through their conduct, damage the interests of or public faith in the Corporation and its Officers, or their fellow Directors.
4. All Directors will be required to annually complete and submit a Conflict of Interest and Confidentiality Declaration, which will be in congruence with the requirements of this procedure, to the Secretary of the Corporation upon their election or appointment to the Board. This should be done prior to the incoming Director receiving any confidential information, or conducting any business as a Director of the Corporation.

**B. Conflict of Interest**

1. A Director shall be considered to have an actual, perceived, or potential conflict of interest, when the opportunity exists for the Director to use the authority, knowledge, or influence of the Board, or a committee or body thereof, for individual benefit or to preferentially benefit any individual or organization with whom the Director has a familial, personal, fiduciary, or financial relationship.
2. Directors who have an actual, perceived, or potential conflict of interest, with respect to any matter under consideration by the Board, or a committee or body thereof, shall declare the nature and extent of the interest immediately, withdraw from the meeting when the matter is being discussed, and refrain from taking part in any discussion or vote in relation to the matter.
3. When the Board, or a committee or body thereof, is of the opinion that a conflict of interest exists that has not been declared, the Board or committee or body may declare by resolution, carried by two-thirds of its members present at the meeting, that a conflict of interest exists and the Director thus declared to be in conflict shall withdraw from the meeting when the matter is being discussed and refrain from taking part in any discussion or vote in relation to the matter.



### **C. Confidentiality**

1. Directors will not disclose to any party or person, outside of the current members of the Board, any written or oral information or materials disclosed or provided to the Board deemed to be confidential by the Board.
  - a. Unless otherwise determined by the Board, notwithstanding the above clause, at the discretion of the Chair and the President, confidential items of the Board may be shared with relevant communications and marketing department staff members, in preparation for upcoming media and communications issues impacting the corporation. This does not apply to In-Camera discussions.
2. Information deemed to be confidential by the Board will include, but not be limited to, matters related to: employee and personnel salary, benefits, appointment, promotion, demotion, performance evaluation, disciplinary action and/or grievance, and any other information or material obtained in confidential session of the Board.
3. Once a Director's term ends, confidential information and material obtained during the Director's term will remain undisclosed to any party or person. Notwithstanding the foregoing, this non-disclosure will be exempt where:
  - a. Consent to do so has been obtained by resolution of the Board and by any affected party or person; or
  - a. There is a legal right or duty to disclose; or
  - b. Disclosure is compelled by process of law.

### **D. Breach of the Code of Conduct**

1. Accusations that a Director has violated any part of this procedure will be referred to the President and the Chair of the Board. The Chair and the President shall be responsible for determining the most appropriate method to address the violation, including but not limited to a meeting with the Director in question, or referral of the matter to Board during confidential or *in camera* session.
2. In the event that the Chair or President is accused of violating any part of this procedure, the President shall be responsible for addressing the violation in a manner consistent with the above paragraph.
3. In the event that the President and Chair are accused of a shared violation of the Procedure, the matter shall be brought before the Board during confidential or *in camera* session.

### **ACCESS TO INFORMATION**

1. In accordance with Article 7.6(4) of the bylaws, each Director shall have the right to view, upon request, any internal document or communication relating to the affairs of the Corporation. This includes, but is not limited to, financial documents, budgets, contracts, and electronic or written communications.
  - a. Access to documents specifically pertaining to disciplinary action and performance appraisals of full-time personnel must be in compliance with University of Waterloo policy, and those protocols established by the Federation of Students' Personnel Committee.
2. Directors shall normally submit requests through the appropriate Executive or manager, however, employees are free to respond to any requests issued from Directors.
3. Upon the written request of any Director, the Chair of the Board, President, or the General Manager shall provide any such document to a Director as soon as logistically possible.

### **EXECUTIVE ACTION PLAN**

1. There shall be an annual Executive Action Plan detailing each Executive's goals for the year, the general path to achieving those goals, and the rationale underlying each goal.
  
2. The Executive Action Plan must further the implementation of the Federation of Students Long Range Plan.
  
3. The Executive Committee shall have the power to approve the annual Executive Action Plan, as well as any changes to the plan.
  
4. The Executive Action Plan must receive approval from the Executive Committee by no later than June 30<sup>th</sup> each year.
  
5. Following Executive Committee approval, the Executive Action Plan will be presented at the next regular Board of Directors meeting, or at a special Board meeting prior to the next regular meeting, for information and discussion.
  
1. Unless the Board of Directors determines otherwise, the Executive Action Plan will be made available to the full membership within 10 days of being presented to the Board.

## BUDGET

1. The Board of Directors will set the following departmental budgets:
    - i. General Office (including Information Technology and Accounting);
    - ii. Food Operations;
    - iii. Bar Operations;
    - iv. Federation Xpress;
    - v. Feds Used Books; and
    - vi. Marketing.
- A) Preparation**
1. Preliminary budget proposals will be submitted by the departmental managers to the Vice President Operations & Finance and General Manager by the second Friday of March. These budget proposals will address the twelve-month period commencing May 1<sup>st</sup> and should include a critical analysis of the department's spending allocation and its level of service to the undergraduate student population.
  2. The Vice President Operations & Finance, Vice President Operations & Finance elect, and General Manager shall meet with the departmental managers to review, discuss, and modify the budget proposals.
  3. The Vice President Operations & Finance, Vice President Operations & Finance elect, and General Manager will then formally prepare the total budget proposal presentation, which at a minimum will include:
    - i. The budget's justification and analysis;
    - ii. The total that will be allocated to Students' Council for provision of services, based upon enrolment projects for the upcoming year;
    - iii. A summary of the corporation's total investments and savings amounts; and
    - iv. A review of the previous year's budget, expenditures, and explanation of notable variances.
- B) Presentation**
1. The budget proposal will be presented to the Board of Directors within the first two weeks of April for a discussion of the overall financial position of the Corporation and to make recommendations of modification.
  2. The modified budget proposal will then be presented at the annual transition to the incoming and outgoing Board of Directors.
- C) Approval**

1. Approval of the budget will be sought by the outgoing Board of Directors at the annual transition. A resolution must be carried by a majority of the current voting membership of the Board of Directors for the budget to be approved.
2. If the outgoing Board fails to approve the budget at the annual transition, appropriate modifications will be made and approval will be sought from the incoming Board of Directors as soon as logistically possible.

**D) Review**

1. A summary of expenditures, in comparison to the approved budget, will be presented monthly to the Vice President Operations & Finance, who will be responsible for ensuring that departmental managers are acting in accordance with the approved budget.
2. This summary of expenditures will be presented to the Board of Directors at least once each academic term.
3. A deviation in the expenditures of a budget line from the budgeted amount by greater than 10%, if equal to or exceeding \$500, must be presented to the Board of Directors for approval.

### **EXECUTION OF DOCUMENTS**

1. The Corporation's bylaws outline that deeds, transfers, licenses, contracts, agreements, memorandums of understanding, and engagements must be approved by resolution of the Board prior to execution unless they are deemed by the Board to be in the ordinary course of the Corporation's operations.
2. Documents deemed to be in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation upon approval by the President and Vice President Operations & Finance. If there is disapproval from either the President or Vice President Operations & Finance, the matter will be determined by resolution of the Board of Directors.
3. The following documents are deemed to be in the ordinary course of the Corporation's operations if met by all of the following conditions:
  - i. those that commit under \$10,000; and
  - ii. those that bind the Corporation for a duration of equal to or less than one year.
4. Contracts for the purpose of booking entertainers for budgeted programming are excluded from this procedure and may be approved by the appropriate manager.

### **AUTHORIZATION OF CAPITAL EXPENDITURES**

1. Capital expenditures will be defined as the cost spent by the Corporation on equipment, equipment assets, or to add, expand, or renovate property. A series of expenditures that are related to a single outcome will be considered as a single total expenditure.
2. Departmental managers may approve capital expenditures for their department up to a total cost of \$5,000 if the purchase has been approved through the budgeting processes. Notice of such purchases must be given at least five business days prior to the initiation of purchase to the Vice President Operations & Finance, whom may disallow said purchases. No circumstances will warrant approval of said expenditures without proper notice being given to the Vice President Operations & Finance. Capital expenditures up to a total cost of \$5,000 that have not been approved through the budgeting process must be approved by the Vice President Operations & Finance and the General Manager.
3. It will be the responsibility of the appropriate executive or General Manager to bring to the attention of the Board of Directors, at least five business days prior to the initiation of purchase, any capital expenditure that exceeds \$5,000. In the event that the notice of five business days cannot be met, both the President and the Vice President Operations & Finance will need to approve the expenditures, and the Board of Directors must be notified as soon as logistically possible.
4. Approval by formal resolution of the Board of Directors shall be obtained prior to purchase by the Executive member or departmental managers for all capital expenditures equal to or exceeding \$15,000 in cost. No circumstances will warrant a capital expenditure equal to or exceeding \$15,000 in cost without the formal approval of the Board of Directors.
5. All capital expenditures of the Corporation should be done with the expectation that it will benefit the Corporation for an extended period of time and will benefit the Corporation's service to the undergraduate students at the University of Waterloo.

### **ISSUING OF CHEQUES**

1. In accordance with the bylaws, the signing officers of the Corporation shall be the President; Vice-President, Operations and Finance; and General Manager.
2. All cheques issued by the Federation of Students must be signed by two of the signing officers.
3. The use of a stamp for the authorization of cheques can only be utilized upon approval by one of the signing officers.
4. Cheque requests must be filled out when a cheque is required. All receipts must accompany requests in the case of reimbursement.
5. All cash advances must be followed by appropriate receipts to account for the spending within five business days of the event. Any outstanding receipts can be charged back to the member at the discretion of the Vice President Operations & Finance.
6. The President or Vice President, Operations and Finance may at any time order a hold on any part of the budget, until the next regular meeting of the Board of Directors, where the Board may order a continuation of the hold or provide alternative direction to the President and Vice President, Operations and Finance.



### **SAVINGS AND INVESTMENTS**

1. The Federation of Students shall manage their financial assets in a responsible manner that balances the goals of spending available monies to advance the Corporation's service to undergraduate students and the need to have sufficient savings to protect against unexpected occurrences. The primary goal of this procedure is to ensure that the total savings of the Federation of Students do not fall below 30% of fee revenue and do not rise above 100% of fee revenue.
2. For the purposes of this procedure, the term "fee revenue" will be defined as the total monies collected annually through the Federation of Students' fee. Fees that are administered through the Federation of Students, but that are placed in restricted accounts, such as fees for Orientation Week or the health and dental plan, are not to be included in this definition.
3. The Federation of Students will manage their non-restricted financial assets through three core accounts, each of which may constitute multiple banking accounts or portfolios:
  - i. the operational fund, which shall be comprised of monies designated for the day-to-day operation of the Corporation through which all business, service, and general office expenses will be funded;
  - ii. the short-term investment account, which shall be comprised of instruments with sufficient liquidity and low financial risk such that the account can be used when necessary to support the operation of the Corporation or to pay for Board approved expenditures; and
  - iii. the long-term investment account, which shall act as both an internal endowment that generates interest for operational expenses and as a financial safeguard for unanticipated shortfalls in revenue.
4. Restricted accounts are not affected by the provisions of this procedure, as restricted accounts have monies dedicated to a specific purpose and these monies and generated interest from these monies may only be spent on said purpose.
  - i. The Federation of Students shall be permitted to invest the Health and Dental reserve funds for the purpose of generating more monies to be used to support the Federation;
  - ii. 80% of the funds are permitted to be invested into low-medium risk investment strategies;
  - iii. The interest rate that the health and dental accounts generate will be calculated on an annual basis. The investment account will be obligated to pay interest income to the health and dental funds that would have been otherwise generated if the funds were left in the savings bank accounts. The remaining amount will be realized as interest income into the General Fund and will be added to the next year's fiscal budget;
  - iv. The investment will be managed by a qualified financial advisor;
  - v. The principal may never be used for any other purpose than being the core amount in the fund;
  - vi. At the end of each fiscal year, and anytime the principal loses more than 20% within a fiscal year, the Vice President, Operations and Finance will present a report to the Board on the health of the investment fund

5. This procedure does not limit the ability of the Board of Directors to establish new restricted accounts in which funds for a specific project or future expenditure may be placed.
6. The General Manager shall be responsible for the regular monitoring of all three accounts. The General Manager will provide quarterly reports of investment performance to the Board of Directors.

### **1. Operational Fund**

1. If it is determined at the close of the fiscal year and the conclusion of the external auditing process that the Corporation generated a surplus in the previous fiscal year, then the total of the surplus will be transferred from the operational fund to the short-term investment account.
2. If it is determined at the close of the fiscal year and the conclusion of the external auditing process that the Corporation generated a deficit in the previous fiscal year, then the total of the deficit will be transferred from the short-term investment account to the operational fund if necessary.
3. Monies may be transferred temporarily from the short-term investment account to the operational fund or the transfer of monies from the operational fund may be postponed to cover insufficient monies for the operation of the Corporation upon consent of at least two of the Federation of Students' signing officers. All transfers must be returned or completed within one fiscal year and notice of such should be given to the signing officers.

### **2. Short-term Investment Account**

1. The short-term investment account's total value should normally fall between 20% and 30% of fee revenue. Monies that have been transferred temporarily to the operational fund are to be included in this calculation. If the short-term investment account falls below 20%, no funds should be removed from the long term investment account if there are enough funds temporarily transferred to the operational fund.
2. If at the conclusion of the fiscal year and after any relevant monies have been transferred, the short-term investment account's total value is below 20% of fee revenue, then a portion of the Federation of Students' fee will be budgeted for savings and transferred to the short-term investment account to reach the 20% threshold. The portion of the fee dedicated to savings shall not normally exceed 5% of the total fee in any given year.
3. If at the conclusion of the fiscal year and after any relevant monies have been transferred, the short-term investment account's total value is in excess of 30% of fee revenue, then the Board of Directors shall decide by resolution to do one, or a combination of, the following options:
  - i. place the excess monies in the operational fund and budget for them to be spent within the fiscal year on increased operational expenses or Board approved expenditures; or
  - ii. place the excess monies in the long-term investment account for savings, if said account contains less than 70% of fee revenue.

### **3. Long-term Investment Account**

1. A qualified financial advisor appointed by the Board of Directors, shall manage the long-term investment account. The financial advisor shall present an annual performance report to the Board of Directors. In consultation with the General Manager, the financial advisor shall be reevaluated at minimum every five years. A Certified Financial Planner and/or Certified Financial Analysis designation should be considered the standard for qualification.
2. The long-term investment account shall be managed with the goal of capital preservation, achieved by earning sufficient return to surpass inflation, supplemented by realizing long-term growth.
3. At the conclusion of the fiscal year, interest generated from the long-term investment account beyond inflation, as defined by the Consumer Price Index of Canada for the preceding calendar year, shall be transferred to the short-term investment account if its total value is below 20% of fee revenue, or to the operational fund. No interest shall be transferred from the long-term investments account if the total monies in both the short-term and long-term investments accounts is lower than 30% of fee revenue,
4. If at the conclusion of the fiscal year and after any relevant monies have been transferred, the long-term investment account's total value is in excess of 70% of the total monies collected annually through the Federation of Students' fee, then the Board of Directors shall decide by resolution to do one, or a combination of, the following options:
  - a. place the excess monies in the short-term investment account, if the account's total value will not exceed 30% of fee revenue upon completion of the transfer; or
  - b. place the excess monies in the operational fund and budget for them to be spent within the fiscal year on increased operational expenses or Board approved expenditures; or
  - c. plan for a freeze or reevaluation of the Federation of Students' fee.
5. The Board of Directors may decide to liquidate a portion of the long-term investment account in order to fund other Federation of Students' projects upon the consent of at least six voting members of the Board by formal resolution. Liquidation decisions should include, at a minimum, analysis of the feasibility of the project and a comparison of the return on the project and the expected return on the portfolio. To maintain transparency and accountability to students, the Vice President Operations & Finance will ensure that any liquidation greater than 10% of fee revenue is publicly disclosed through appropriate campus media and to Students' Council.

## **LEGAL EXPENDITURES**

1. Legal expenditures for regular consultation by full-time personnel with lawyers will be approved as a component of the General Office budget.
2. This procedure relates to legal expenditures beyond regular legal consultation due to the initiation or participation in the defence of legal proceedings.

### **A) Procedures for Authorizing Legal Action**

All cases which are presented to, or otherwise come to the attention of, the Federation of Students must be dealt with in the following manner:

1. The President of the Federation of Students as the Chief Executive Officer must be made aware of the case.
2. The President shall present the request to the Federation of Students' Board of Directors, prior to any commitments or expenditures, who will approve by resolution said commitments or expenditures.
3. All full members of the Federation of Students as defined by the Bylaws of the Corporation shall be eligible for legal support. Any other persons or organizations deemed appropriate by the Board of Directors shall also be eligible for legal support.

### **B) Types of Legal Action**

1. To legally defend those deemed eligible, the defendant's alleged conduct should normally be a result of direct involvement or action within the Federation of Students or organizations that have been formally recognized by such.
2. To initiate legal action by the Federation of Students, all reasonable non-legal options must have been attempted and exhausted.

### **C) Financial Recovery**

1. In the case where the individual(s) or organization(s) being represented by the Federation are in a position to benefit financially from a favourable judgment; the individual(s) or organization(s) must:
  - i. Contribute a portion of the legal retainer (10%) to ensure a commitment to the cause; and
  - ii. Sign a written agreement such that in the case of a favourable decision, the individual(s) or organization(s) are financially responsible for the legal costs incurred by the Federation on their behalf, limited to the amount awarded by the Court, or the total cost incurred by the Federation, whichever is the lesser of the two.

## **EXECUTIVE SALARIES**

### **General:**

1. At a meeting to be held during the Winter term, the Board of Directors shall decide the executive salary levels for the upcoming fiscal year.
2. When considering executive salaries, the Board shall concern itself primarily with the Federation's financial position for the upcoming fiscal year, as well as cost of living increases.
3. The Board of Directors shall have the power to authorize any increase that is not greater than the Consumer Price Index for Canada (according to Statistics Canada for the calendar year immediately previous).
4. If the Board of Directors votes to increase the executive salaries by an amount greater than the Consumer Price Index, then that decision must be approved at a General Meeting. If the motion fails at the General Meeting, the Board of Directors will determine the salary increase, which cannot exceed the Consumer Price Index for the preceding calendar year.

### **Review:**

1. The Board of Directors shall review Executive compensation at least every three years. The compensation review will only consist of an evaluation of the job responsibilities and duties as outlined in the bylaws and procedures. The review is not an assessment of annual performance of any Executive.
2. Changes beyond those provided for in clause 4 shall be informed by a report solicited from the university's Human Resources department or an appropriate third-party consultant. 7) The final report for the compensation review shall be made available to the membership of the Corporation.  
Transitional Salaries

### **Transitional Salaries:**

3. Outgoing Executive members shall have their contract extended from April 30 to May 15 of the proceeding fiscal year to provide transitional support to incoming Executive members. The General Manager shall seek approval from the Chair of the Board prior to the extension of contracts.

## FEE INCREASES

### **I. General:**

1. All fee changes shall be evaluated and agreed upon with the principles of affordability, predictability and access for students. The Board of Directors will seek to maintain an affordable suite of fees, without harming the ability of the Federation to deliver services, or endanger the long-term financial wellbeing of the Corporation.
2. This procedure is intended to guide the Board's approach to, and final decisions, in changes to student fees.

### **II. Implementation**

1. Changes to the Federation of Students fee shall be subject to the following specifications:
  - a. Increases in an amount *less than or equal to* the annual increases of the Consumer Price Index of Canada according to Statistics Canada for the calendar year immediately previous (CPI of Canada) shall be ratified by the Students' Council or by a General Meeting;
  - b. Increases in an amount *exceeding* the annual increases of the CPI of Canada shall be ratified by Referendum or by a General Meeting, provided that:
    - i. No specific increment to member dues rejected by a Referendum may be added to the orders of a General Meeting within one (1) year of such.
    - ii. Notwithstanding the above, increases due to staff salary growth shall be presented separately from all other increases, and may be ratified by the Students' Council.
  - c. Annual increases of a percentage increment *less than or equal to* the increase in the CPI of Canada and other changes shall be both approved by the Board and ratified by separate motions.
2. The following fee increase structure applies to the following fees administered fees of the Federation of Students, including:
  - a. The UPASS Fee;
  - b. The Health Plan Fee;
  - c. The Dental Plan Fee;
  - d. The Legal Protection Service Plan Fee;
  - e. Student Refugee Program;
  - f. All fees pertaining to overhead costing for existing administered fees.
3. Changes to administered fees for insurance programs which are reflective of the actual or projected plan costs and are greater than the amount indicated Section II(4) of this procedure, may be expressly approved by a two-thirds (2/3) majority vote of the Board of Directors.
4. Exempting adjustment for inflation, changes to all administered fees shall be bound by the following conditions:
  - a. If the fee is currently less than \$29.99, the fee may change by 10%, up to a maximum of \$2.00, by a simple majority vote of the Board of Directors.

- b. If the fee is currently less than \$99.99, the fee may change by 15%, up to a maximum of \$6.50, by a simple majority vote of the Board of Directors.
  - c. If the fee is currently greater than \$100.00, the fee may change by 7%, up to a maximum of \$8.50, by a simple majority vote of the Board of Directors.
  - d. Any proposed change beyond these limits shall require ratification via a Referendum or a General Meeting after receiving two-thirds (2/3) majority approval of the Board of Directors.
5. Any contracts or agreements authorized by the Board of Directors must comply with the above provisions and approval of the contract shall confer authorization for any annual increases named therein.

### **III. Exceptions**

1. The Vice President Operations & Finance must, once per fiscal year, increment the administered fees for insurance programs reflective of changes in the Consumer Price Index of Canada according to Statistics Canada for the calendar year immediately previous.

## **REIMBURSEMENT OF TRAVEL COSTS**

### **1. Transportation Costs**

#### **A. General Principles**

1. A reasonable effort should be made at all times to choose the most cost-efficient mode of transportation practically available.
2. Whenever practically possible, use of a personal motor vehicle should be avoided.
3. Reimbursement of travel costs for travel within the Waterloo Region will be permitted for full-time staff members at the discretion of the Vice-President, Operations and Finance.

#### **B) Personal Motor Vehicles**

1. Full-time personnel, Executive, and Councillors will be reimbursed for use of a personal motor vehicle at a rate to be determined by the Vice President Operations & Finance, who will consult the University's Guidelines for Travel Expenses issued by the Department of Finance for guidance.

#### **C) Bus or Train**

1. Full-time personnel or Executive will be reimbursed for the full cost of a bus or train ticket at the discretion of the Vice President Operations & Finance.
2. Councillors will be reimbursed for the cost of a bus or train ticket at the best available student rate. In general, the level of reimbursement should not exceed the lesser of the cost of a bus or train ticket within the established travel radius of 110km from the University of Waterloo (main campus), at the discretion of the Vice President Operations & Finance.

#### **D) Air Travel**

1. Air travel will only be allowed in exceptional circumstances and must be authorized by the Vice President Operations & Finance.

#### **E) Miscellaneous**

1. For cases not covered above (e.g., car rentals), the rate of reimbursement will be left to the discretion of the Vice President Operations & Finance.
2. Lodging Costs
  - a. In cases where an individual must travel outside of the city of Waterloo for multiple days and requires lodging, their lodging will be reimbursed.
  - b. Individuals seeking reimbursement for travel must make every attempt to lodge in the most economic location possible.
  - c. Accommodations that require reimbursement must be approved by the Vice-President Operations and Finance.



3. Food Costs

- a. Reimbursement for food purchased during conferences or meetings held away from the Federation of Students' office shall be available to all full-time and part-time staff members or volunteers of the Federation of Students.
- b. The maximum reimbursement for food purchased shall be calculated based on the formula set below:  
 $(\$12.50) \times (\text{number of breakfasts}) + (\$12.50) \times (\text{number of lunches}) + (\$25.00) \times (\text{number of dinners})$
- c. Reimbursement will not be made available for:
  - i. Alcoholic beverages
  - ii. Conferences or meetings where food is available through a delegate fee
  - iii. Food and drink outside of the parameters of a normal meal time, at the discretion of the Vice President, Operations and Finance.

4. Process of Reimbursements

- a. Request for reimbursement must be done through the Federation of Students' cheque request process.
- b. Requests for reimbursement must include a breakdown of all food purchased and an original itemized receipt for all items that the individual is requesting reimbursement.
- c. Requests for reimbursement must be filed within 30 days of the travel occurring.
- d. An officer or staff member possessing a corporate credit card may purchase items on their credit card, but must follow the above rules for receipts and purchasing maximums.

### **REIMBURSEMENT OF CHILDCARE COSTS**

1. The Federation of Students will compensate childcare costs for attendees of meetings that are held outside of normal business hours (8:00 a.m. to 4:00 p.m. Monday to Friday). Individuals who have been requested to attend meetings of or are members of the following are eligible for reimbursement:
  - i. Students' Council;
  - ii. Committees of Students' Council;
  - iii. Executive Committee; and
  - iv. Board of Directors.
2. Childcare subsidization will be disbursed when the recipient of childcare services presents a receipt to the Vice President Operations & Finance who will arrange for the refund.
3. The recipient of childcare services will be allowed a maximum of one hour to and from the meeting, in addition to the length of the meeting. The recipient will be allowed no overnight childcare and no more than eight (8) hours per day.
4. The maximum reimbursement will be the cost of minimum wage for each hour of service. There will be a maximum annual reimbursement of \$800.00 per member of the Executive Committee and \$500.00 for all others.

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### **CELL PHONE ALLOWANCE**

- 1) When the use of a cell phone is essential to the ability of an employee to meet the demands of his/her job at the Federation of Students. In such cases, the employee may request a phone from the appropriate cost center manager. Simple convenience is not a criterion for such expenses. Expenses may be authorized if at least one of the following criteria is met:
  - The job function of the employee (during the employee's normal working hours) requires considerable time outside of the assigned office or work area and it is important to the Federation of Students that the employee is accessible during this time.
  - The job function of the employee requires them to be accessible outside of scheduled or normal working hours (while at home, out of town, etc.).
  - The employee travels frequently as part of their assigned duties.
- 2) Approval of this allowance will be up to the General Manager in conjunction with the employee's direct supervisor. The approval will be on a month by month basis, unless otherwise determined by the General Manager.
- 3) The Federation of students will provide a monthly allowance that will not exceed the dollar amount of the University staff and faculty cell phone plan. With appropriate business need and departmental approval, allowances for cell phone service will be added to the employee's pay.
  - The allowance shows as a separate line item on the employee's pay statement, paid to the based on their pay cycle.
  - This allowance does not increase the employee's base salary and will not be included in the calculation of any benefits.
  - This allowance is subject to all applicable taxes.
- 4) Equipment and service that are regularly used for both business and personal purposes are to be employee-owned; the Federation of Students will not pay for equipment that qualifies for this subsidy.
- 5) Stipends are funded by the department submitting the request.
- 6) All employees are expected to adhere to all applicable laws when using their mobile devices.
- 7) Staff members are not expected to monitor their work email outside of work hours.

### **CREDIT CARD**

1. Corporate Credit Cards will be issued to the President, Vice President Operations & Finance, Vice President Education, Vice President Student Life, General Manager, and select department managers at the discretion of the Vice President Operations and Finance and General Manager. The Federation of Students provides these staff members with credit cards for the purposes of the organization.
2. Corporate Credit Cards if possible, must be used for all major purchases greater than \$5000 by all departments of the Federation of Students. The intent of purchasing with corporate credit cards is to: reduce the amount of cheque requests, add an additional level of tracking expenditures, reducing the need for employees to pay out of pocket, and take advantage of credit card rebates and programs.
3. Cardholders are responsible for all charges on the credit card assigned to them. Credit card limits will be set by the Vice President Operations and Finance and General Manager to match the needs of the cardholders and will be reviewed annually.
4. Credit cards expenses will be for Federation of Students business use only. The intended use of the credit cards is to facilitate the business expenses of the Federation of Students that have been approved through the budgeting process or any other approval processes deemed appropriate by the Board of Directors. At no time may a cardholder use a credit card for personal use.
5. All charges must be accompanied by the following:
  - a. The original itemized store receipt clearly identifying what item(s) was purchased;
  - b. The cardholder credit slip affiliated with the itemized receipt; and,
  - c. The corresponding account-department number(s) to expense the charge(s) to.

Documentation must be submitted within one week of the purchase or upon return from a conference, whichever event occurs sooner. Failure to submit the above documentation may result in the immediate loss of credit card privileges.

6. Credit cards are to be issued by the General Manager after the cardholder has signed a Credit Card Agreement.
7. Credit cards are to be returned to the General Manager at the discretion of the Vice-President Operations & Finance when:
  - a. There is a lack of need determined by the cardholder;
  - b. The cardholder has improperly used or has made unauthorized purchases;
  - c. The cardholder has been continually late with supplying the Accounting Department with all required documentation;
  - d. The cardholder's employment has been terminated; or,
  - e. At the request of the Vice President Operations and Finance or the Board of Directors.

8. A cardholder who makes improper purchases or unauthorized purchases is liable for the dollar amount for said purchases plus any administrative fees charged by the bank in connection with the misuse.
9. The transition honorariums for any outgoing executive with a Credit Card will be withheld until the Credit Cards in their name are cleared.

**II. Points from Credit Cards**

1. Redemption of Points
  - a. From the use of corporate credit cards the Federation of Students accumulate reward points on an ongoing basis. All points accumulated will be used for benefit of members of Federation of Students.
  - b. Points to be distributed will be estimated based on last year's accumulation and adjusted for any significant changes. Points will not be used to replace any department, or executives, budget. Any proposals submitted are for additional costs or value adding, above budgetary needs.
2. Access to Points
  - a. All areas of the Federation can put forward a proposal to access points. The proposals should come from a Department Manager, an Executive or the General Manager.
  - b. Proposal goes to the Fee Approval Committee (FAC) which is comprised of:
    - i. VP Operations & Finance;
    - ii. General Manager; and
    - iii. President
  - c. This Committee will send a response to the applicant within 7 business days. The applicant may submit an appeal to the Committee within 2 business days of the decision made by the Committee. The appeal must include significant new information in comparison to the original proposal. The Committee will send a response to the applicant within 4 business days of the submitted appeal.
  - d. Proposal must include:
    - i. Number of points required;
    - ii. Expected purchase;
    - iii. Use of purchase;
    - iv. Overall benefit to Student and the department/area requesting them;
    - v. Latest date required to receive notice of approval;
    - vi. Would this purchase occur whether points available or not (do you already have a budget for this?)
3. Priority Areas (in random order)
  - a. Travel
  - b. Promotions/Marketing
  - c. Staff Relations
  - d. Volunteer/ Part-time Staff Appreciation
  - e. Transition(s) – Executive, Board and Council
  - f. Capital Improvements
4. Process to Redeem Points:
  - a. Approval of Proposal,
  - b. Fill out Points Redemption Form,
  - c. Put in GM's mailbox for processing.
5. Guideline of percentage breakdown for approval and distribution of the total points:
  - a. Proposals submitted will be based on 80% of previous years' points accumulated.

Percentage of Points (%)	Department
20	Executive portfolios

15	Campus Life Department
15	Commercial Operations
35	Support Areas (Marketing, IT, General Office and Accounting)
5	Student Life Centre
10	Other

- b. Exceptions can be made, however unanimous approval is required by FAC to move forward with the exceptions.

FEDERATION OF STUDENTS

Number: 18

Effective: March 5, 2008

**BOARD PROCEDURE**

Replaces: New

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### **ETHICAL PURCHASING CONTRACTS**

1. The Federation of Students will utilize an ethical purchasing contract in all contractual dealings with apparel suppliers engaged in business with the corporation.
2. The Federation of Students will not engage in any business with an apparel supplier who refuses to agree to the terms of said ethical purchasing contract.
3. The Federation of Students reserves the right to terminate any contract with an apparel supplier, if said supplier is found to have falsified the ethical purchasing contract submitted to the Federation of Students.

**ENGAGEMENT, TERMINATION AND EVALUATION OF FULL-TIME PERSONNEL**

1. The Personnel Committee shall be composed of:
  - i. President;
  - ii. Vice President Operations and Finance;
  - iii. General Manager; and
  - iv. Any individual as deemed appropriate by the voting members of the Personnel Committee who shall serve as a non-voting resource member.
2. The Personnel Committee shall normally follow the recommendations, guidelines, and policies of the University of Waterloo and its Human Resources Department. Deviations from said policy will only occur under exceptional circumstances, must be approved by unanimous consent of the Personnel Committee, and should be brought to the attention of the Board of Directors.
3. In the absence of unanimous consent amongst the voting members of the Personnel Committee on all decisions made by the committee, a formal vote will be used as the method of resolution. Any member of the Personnel Committee can appeal any decision to the Board of Directors, which will make a final decision on the matter.
4. This procedure relates to non-Executive full-time employees of the Federation of Students. Personnel duties related to the Executive Officers will be performed by the voting members of the Board of Directors.
5. The following full-time personnel shall be managed in accordance with the guidelines and policies set forth by the Bar Directorate:
  - i. Bombshelter Manager; and
  - ii. Bombshelter Assistant Manager.

**A) Engagement of Full-Time Personnel**

1. New job descriptions must be approved by the Personnel Committee and subsequently approved by the Board of Directors.
2. The Personnel Committee shall be responsible for:
  - i. Reviewing all applications;
  - ii. Interviewing all applicants deemed appropriate;
  - iii. Determining the length of an employee's contract;
  - iv. Determining the compensation, which at minimum will be in compliance with the assigned University of Waterloo USG salary range; and
  - v. Extending an offer to the selected candidate.
3. Renewal of contracts, and accompanying modifications to job duties, contract length, and compensation, will be performed by the Personnel Committee.



**B) Termination of Full-Time Personnel**

1. In cases where progressive disciplinary efforts have failed, the Personnel Committee shall have the power to terminate full-time personnel within the procedures outlined by the University of Waterloo's Human Resources department
2. The Board of Directors will be noted of the termination of all full-time personnel.

**C) Evaluation of Personnel**

1. Annual evaluation of personnel will be done in accordance with the University of Waterloo Human Resources department's performance appraisal guidelines. The evaluation will be completed by the employee's direct supervisor in conjunction with the Personnel Committee. All of the evaluations, and the accompanying compensation adjustments, will be approved by a motion of the Personnel Committee
2. The distribution of holiday bonuses to the full-time personnel, excluding the Executives, will be decided by the Personnel Committee, with the exception of the General Manager which will be decided by the President and Vice President, Operations and Finance. The General Manager shall complete a performance evaluation rubric for each full-time employee, which will be used by the President and Vice President, Operations and Finance to determine the sum of the bonus. These non-cash bonuses will be distributed prior to the Winter break.
3. The Personnel Committee, in consultation with the staff member's direct supervisor, is responsible for discipline of full-time personnel in agreement with University of Waterloo policy

**ENGAGEMENT, TERMINATION AND EVALUATION OF PART-TIME PERSONNEL**

1. In general, only students that are full members shall be eligible for part-time employment. Officers of the Corporation are not eligible for these positions.
2. Part-time employment positions must be publicly advertised. Applications will be available from the Federation of Students' website and must be submitted to the office or directly to the applicable manager.
3. Interviewing of part-time employees shall be conducted by the relevant manager.
4. Applications will be discarded at the end of every term; applicants must reapply if they still wish to work at that facility the following term.
5. All employees may continue to work at the facility based on a positive evaluation from the previous term, at the discretion of the appropriate manager.
6. If a part-time employee is hired for more than eight terms, it must be at the approval of the Vice President Operations & Finance.
7. Termination of part-time employees shall be at the discretion of the appropriate manager, who must follow the guidelines and procedures outlined by the University of Waterloo's Human Resources Department and the Federation of Students' documents.
8. Hours shall be divided between the part-time employees in a fair manner, at the discretion of the appropriate manager.
9. Uniforms worn by part-time staff will be approved by the Vice President Operations & Finance in conjunction with the appropriate manager.

## PROFESSIONAL DEVELOPMENT

### A) Definitions

1. The provision of professional development undertaken by employees of the University of Waterloo is outlined by Policy 4 and Policy 18 of the University of Waterloo; the following procedure governs any additional resources provided to the employees of the Federation of Students for the purposes of professional development. The Executive will not be eligible for funding of professional development.
2. Professional development is the process of increasing the professional capabilities of Federation of Students full-time staff by providing, or providing access to skills training, learning, and career growth. This can include, but is not limited to, leadership training, conference travel, accreditation, and educational opportunities.
3. It should be understood that professional development undertaken by the staff of the Federation of Students must provide an increased benefit to the Corporation and its service to the undergraduate student population.

### B) Requests

1. Any full-time employee of the Federation of Students may seek approval for a professional development opportunity.
2. In the case of professional development involving course work, no more than two courses may be funded at one time.
3. A written submission shall be provided to the Staff Supervisor(s) at least two weeks prior to the registration date. This submission will outline the rationale for the request, how the requested opportunity will benefit the service provided to the undergraduate student population at the University of Waterloo, the approximate costs associated, and any time requirements involved. This submission should also include any literature dispensed by the providers of the opportunity. Additionally, there should be a letter from the personnel's direct manager stating if they believe there is merit to the opportunity and if provision of lost work time is acceptable.
4. The Staff member's supervisor, General Manager, and the appropriate Executive report to will determine the validity of the request.

### C) Funding

1. The Federation of Students will fund all approved professional development in advance of its commencement. The Staff member's supervisor, General Manager, and appropriate Executive report to will determine if the professional development opportunity will be fully or partially funded. A promissory note will be signed stating that if the program is not successfully completed, the funding will be returned to the Federation of Students, upon review by the Staff member's supervisor, General Manager, and appropriate Executive report to.

**D) Post-Completion**

1. Staff shall submit a written review of any professional development involving in-class work, conference attendance, or similar ventures. This review shall be completed and submitted to the Executive Committee within thirty (30) days of the completion of the professional development activity. These reports will serve as an evaluation that will assist with future applications. Topics covered should include how the professional development opportunity met staff needs and expectations, how the professional development increased service to the Corporation and to the undergraduate student population, the quality of the speakers, sessions and associated material, etc..
  
2. Verification of successful professional development completion (where applicable) shall accompany this report (i.e., a grade report, evaluation, certificate, etc). Failure to successfully complete the requirements of approved professional development opportunities may result in a staff member having to fully repay to the Federation of Students for any and all funds provided to the staff member for the professional development opportunity.

## **PERSONNEL AND VOLUNTEER BENEFITS**

1. The Executive Committee shall, every three years in April, determine and approve a special benefits package for all full-time staff, part-time staff, service coordinators, Student Councillors, Directors, and other applicable volunteers.
  - a. "Applicable Volunteers" shall be determined in accordance with the relevant Procedures established by Students' Council.
  - b. In the event that the Executive Committee does not see fit to make any changes to the benefits package for the coming year, it shall be automatically renewed.
  
2. The benefits package shall be presented to the Board for information at an April meeting, and shall take effect on May 1<sup>st</sup> in the subsequent fiscal year, for a period of 36 months.
  - a. In the event that the package is not reviewed by the Executive in a year when it is due to be reviewed, the current year's package will automatically be renewed for the subsequent year. This process shall repeat until the package is reviewed.
  
3. The benefits package for the current fiscal year may only be altered by Executive Committee subject to ratification at the next Board of Directors meeting.
  - a. Notwithstanding the above, Director and Executive benefits may not be increased during the current fiscal year, once set. This rule may not be suspended.
  
4. The Vice President, Operations and Finance shall be responsible for ensuring the financial viability of the benefits package, and shall ask the Board to allocate budget funding, as appropriate and necessary.
  
5. The contents of the benefits package shall be made available for inspection by all full members and full-time staff members of the Corporation.
  
6. It is understood that full-time, on-going permanent staff members receive benefits above and beyond their salary by virtue of being employed through the University of Waterloo. Additional benefits set in accordance with this procedure are for the personal use of full-time staff as a gift from the undergraduate student membership, thus it is paramount that they be used appropriately and in good faith.

### **EXECUTIVE TRANSITION**

The following procedure will govern the conduct of Executive transition, and the awarding of transition honoraria.

1. Each incumbent Executive member shall be responsible for the transition and orientation of his or her replacement, beginning no later than the month of April in each Executive term of office. Said transition and orientation to include but not be limited to:
  - i. Completion of a comprehensive transitional report no later than the first business day of April during incumbent Executive member's term of office;
  - ii. In-person training of the incoming Executive member;
  - iii. Consultation on Executive matters at the request of the incoming Executive member for a period beginning no later than one (1) month prior to the conclusion of the outgoing Executive member's term of office; and
  - iv. Organization of the incumbent Executive member's office and files.
2. Outgoing Executive members, who fulfill the criteria as outlined in Section 1, and in the Executive Evaluation Checklist in Section 9, shall be eligible for a transition honorarium.
3. Prior to the Winter Term, the Board of Directors shall meet to decide the Executive transition honoraria remuneration for the current year, which shall not exceed \$500. When considering the amount for the honoraria, the Board shall concern itself with the Federation of Students' financial position for the current fiscal year, the awarded amount in previous years, and the current rate of inflation. All Executive transition honoraria will have an identical maximum value.
4. The incoming member of the Executive who is being transitioned shall evaluate the extent to which the outgoing Executive member has fulfilled the requirements, as outlined in Section 1, in accordance with the Executive Transition Evaluation Checklist in Section 9. Honoraria will be awarded based on breakdown established in the Executive Transition Evaluation Checklist, with each of the 4 categories being worth one-quarter (1/4) of the total allotted honoraria. Completed evaluations shall be submitted to the Federation of Students' Board of Directors Chair, should the chair be an executive the board votes on a designate, by a date determined by the Board of Directors in the Winter Term.
5. The Board of Directors Chair, should the chair be an executive the board votes on a designate, shall meet with each outgoing Executive member, and will review their evaluation with them, in addition to disclosing the remuneration each outgoing Executive member has been allotted, as per the requirements of Section 1, and in accordance with the Executive Transition Checklist. If there is a dispute, the outgoing Executive member may appeal to the non-Executive Committee of Directors for redress. The non-Executive Committee of Directors members shall render a decision on the appeal, which will be considered binding.
6. If an Executive member is re-elected to the same position they the incumbent for, said Executive member shall not be eligible for a transition honorarium.

7. If an incumbent Executive member is elected to different Executive position in the following year, said Executive member will be eligible for a transition honorarium.
8. Incoming Executive members are eligible for remuneration during the transition period. Said remuneration levels will be decided at the discretion of the Board of Directors, as outlined in the Federation of Students' Bylaws.
9. Executive Transition Evaluation Checklist
  - i. Further to Section 1.i, the comprehensive transitional report shall be worth one-quarter (1/4) of the amount of the transitional honorarium, and shall include but not be limited to:
    - a. A comprehensive description of each committee the Executive member sits on, including discussions of the committee's work in the previous year, and of the current items on the committee's agenda, along with suggestions for the direction of the committee in the coming year;
    - b. Information about UW and Federation of Students staff, as well as any student positions, directly associated with the Executive member's portfolio (e.g., business managers, commissioners, assistants), including information on the current roles of each position and suggestions for the relevant positions for the coming year;
    - c. A review of important issues that arose throughout the previous year within the outgoing Executive member's portfolio, including sufficient quantity and quality of information, to make the incoming Executive member familiar with the issues;
    - d. A review of the successes and failures of projects and initiatives of the outgoing Executive member, including suggestions for improvements; and
    - e. A timeline indicating when events are to take place and by what dates tasks need to be completed, (e.g., necessary appointments, committee nominations, Council meetings).
    - f. The transitional report shall be a new document focusing on the events, achievements, and challenges of the previous year and on the outlook for the upcoming year, and must not be simply a copy of a previous year's transitional report.
    - g. The outgoing Executive member shall inform the incoming member how to obtain copies of previous years' transitional reports.
  - ii. Further to Section 1.ii, the in-person training of the incoming Executive member shall be worth one-quarter (1/4) of the amount of the transitional honorarium, and shall include but not be limited to:
    - a. Introduction to the Federation of Students' staff, especially any staff members with whom the Executive member works particularly closely;
    - b. Familiarization of the incoming Executive member with day-to-day operational tasks;
    - c. Attendance of both the incoming and outgoing Executive members at no less than two (2) meetings of each committee chaired by the member, at the first of which the outgoing member shall chair while the incoming member observes and at the second of which the incoming member shall chair while the outgoing member assists as necessary;
    - d. Attendance of both the incoming and outgoing member at no less than one (1) meeting of each committee the outgoing Executive member sits on but does not chair; and
    - e. For those Executive members who are also signing officers, arrangement of instruction by the Accounting Department on appropriate procedures for reviewing cheques and the related supporting documentation.

- iii. Further to Section 1.iii, consultation on Executive matters, beginning no later than one (1) month prior to the conclusion of the outgoing Executive member's term of office, shall be worth one-quarter (1/4) of the amount of the transitional honorarium and shall include, but not be limited to:
  - a. Informing the incoming Executive member of any outstanding issues to be resolved and work to be completed; and
  - b. A detailed dialogue on all relevant sections of UW, Federation of Students, and any other relevant policies and procedures that direct the outgoing Executive member's portfolio.
  
- iv. Further to paragraph 1.iv, organization of the office and files shall be worth one-quarter (1/4) of the amount of the transitional honorarium and shall include but not be limited to:
  - a. Organizing the outgoing Executive member's paper and computer files, including e-mail files, no later than the first day of the final week of the outgoing Executive member's term of office;
  - b. Removing all personal belongings of the outgoing Executive member no later than the last day of the outgoing Executive member's term of office; and
  - c. Ensuring the availability of all required keys, passwords, and any other necessary equipment used within the outgoing Executive's office.



## **RISK MANAGEMENT**

1. There shall be a Risk Management Committee, composed of:

- I. Vice President Operations & Finance, who shall serve as chair of the committee
- II. President;
- III. General Manager;
- IV. Two (2) other members of the Board of Directors;
- V. Any individual as deemed appropriate by the voting members of the Risk Management Committee who shall serve as a non-voting resource member.

2. The Risk Management committee shall approve the instruments used to measure risk based off the recommendation of the VPOF. This will occur yearly in the month of April. Additionally, the Risk Management Committee shall be responsible for accepting risks and providing an update to board.

3. Each department within the Federation shall be responsible for assessing, mitigating, and reporting their own risk to Executive Committee on a yearly basis or when otherwise necessary.

4. In conjunction with the appropriate executive, risk shall be mitigated in accordance with the organization's strategic priorities

5. Risk will be assessed by understanding the likelihood of an event occurring and the impact it would have on the Corporation.

6. There are 6 high levels of risk that the executive and general manager shall report on

- I. Organizational risk
- II. Event based risk
- III. Financial risk
- IV. Compliance risk
- V. Human Resource Risk
- VI. Data privacy/Information Risk

7. Executive Committee will be responsible for providing a recommended action for high risk items as well as a recommended appetite. The Risk management committee will be responsible for approving the risk appetite of specific items.

8. Risk reports that contain moderate to high risk will be first managed by the Executive Committee, and the appropriate department managers. All reports shall be presented to the Risk Management Committee and any high level risk will be accompanied by either a recommendation for risk mitigation or risk acceptance explanation. The Risk Management Committee shall approve the mitigation or acceptance of risk or request for specific items to be reviewed. All approved risks shall be presented to board for information unless more action is deemed necessary by the committee.

9. Ultimately risk shall be managed by department managers, the general manager, and the executive and reported to risk management committee and board.

10. Risk acceptance or appetite is a key part to any effective risk management strategy. The Federation shall mitigate all possible risk to its best ability while still acknowledging that it is willing to accept certain risks in the 6 key areas to varying degrees.

**GINNY LEE MEMORIAL EMERGENCY LOAN FUND**

1. The Ginny Lee Memorial Emergency Loan Fund is an interest-free, short-term loan fund administered by the University of Waterloo's Students Awards and Financial Aid Office, through funds initially provided by the Federation of Students.
2. The Student Awards and Financial Aid Office will determine the sum of money provided and the length of time provided for repayment, based upon proof of an acceptable source of repayment.
3. The person may appeal to the Board of Directors on their eligibility for the fund, the sum of money provided, or the length of time provided for repayment, and a resolution by the Board of Directors will be the final authority for these decisions.
4. Academic standing will not be used in determining eligibility for the use of this fund.

## **GENERAL MEETING PROXYING**

### **A. Proxy Forms**

1. All forms of proxy ("Proxy Forms") may specify instructions for voting on each item of business enumerated on the General Meeting agenda and may provide the member the ability to confer discretionary authority as they deem fit on all other matters.
2. In accordance with Article 5.5 of the bylaws, all proxy forms to be used at a General Meeting may be deposited at the Head Office of the Corporation in writing or submitted electronically no fewer than twenty-four (24) hours prior to the start of the meeting, or at the end of the last business day prior to the day on which the meeting is to take place, whichever is first.
3. The Board may, by resolution in the affirmative, affix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited.
  - a. If such is resolution issued by the Board, it must be done no later than the issuance of the meeting agenda.
  - b. If no such resolution is issued, the President shall accept all proxies submitted in accordance with §A(3) of this procedure.
4. In addition to the requirements, where applicable, of §88 of the Act, a proxy shall contain the date of appointment, the name of the member issuing a proxy and restrictions, limitations, or instructions as to the manner in which the chosen proxy-holder are to vote or those supporting information/additional instructions issued with the proxy.

### **B. Solicitation of Proxies**

1. Only the Federation shall be responsible for initial solicitation of proxies.
2. The President, or a designate, shall prior to or concurrently with giving notice of a General Meeting, send to each member a proxy form for use at such meeting that complies with §88 of the Act.
  - a. The President, or a designate, shall in such notice make efforts to explain the use of proxies and by what means they may be deposited.

### **C. General Rules**

1. Any member may, by means of a proxy, appoint a proxy to act as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy subject to those limitations contained in the proxy.
  - a. The appointed proxy need not be a member themselves.
  - b. Unless otherwise stated in this procedure or elsewhere in the bylaws, no individual may hold more than one (1) proxy.
2. Pursuant to §88(d) of the Act, no proxy may confer the authority to the proxy-holder to vote for the election of any Director of the Corporation unless that nominee proposed in good faith for such election is named in the solicitation provided by the Federation.
3. Pursuant to §88(b) of the Act, no proxy may confer the authority to the proxy-holder to vote for appointment of the Auditors.

4. In accordance with §88(c) of the Act, a proxy may confer discretionary authority with respect to, amendments or variations to matters identified in the notice of meeting, or other matters which may properly come before the meeting provided that the person by whom or on whose behalf the solicitation is made is not aware a reasonable time prior to the time the solicitation is made that any such amendments, variations or other matters are to be presented for action at the meeting, and a specific statement is made in the proxy form that the proxy is conferring such discretionary authority.
5. No proxy may confer the authority to vote at any meeting other than the meeting specified in the notice of meeting.

**D. Electronic Signing, Deposition, and Verification**

1. Proxies may be executed either in writing or electronically, and shall contain the signatures, or electronic equivalent thereof, and the student's identification number, if applicable, of the proxy holder.
2. Proxies may be deposited in writing or submitted electronically via email, or through such other means as determined by the Executive Committee.
3. The validity of each proxy issuer shall be verified by the President, or a designate. If a proxy is rejected or contains an error, the President, or a designate, shall contact the issuer of the proxy and if possible the nominee to address error or explain rejection.
4. A list of verified proxies shall be available for examination by any member of the Corporation for inspection through electronic means, or through such other means as determined by the Executive Committee.

### VALUE FOR MONEY

1. The Federation of Students strives to act in the best interest of students, which includes consideration of value for money.
2. The Board shall be responsible for ensuring any major expenditures or ongoing contracts are always capable of demonstrating superior value-for-money of that expense relative to comparable options without sacrificing service to students and balancing organizational efficiency.
3. *Request for Proposal (RFP):*
  - a. Before entering into major contractual agreements, including contracts of monetary value greater than \$50,000 and/or exceeding \$25,000 annually for more than 5 years, the Board shall conduct an RFP process, unless such process is infeasible, in which case the Board shall be notified.
  - b. The Executive Committee shall determine some appropriate criteria to evaluate all proposals submitted in response to the RFP.
  - c. Such criteria shall, at a minimum, include:
    - i. Reputation of Company
    - ii. History of prior contracts with the Federation and/or other organizations of similar size
    - iii. Capacity for the Company to meet requirements
    - iv. Comparison to industry prices
  - d. All proposals will be evaluated by the Executive Committee and the results of such will be presented to the Board of Directors.
  - e. The Board of Directors shall use the RFP to select an appropriate vendor.
  - f. Upon the completion of contract negotiations, the Board will officially appoint the successful proponent.
4. *Reports to Council:*

At the end of each governing year, no later than April 30<sup>th</sup>, the Vice President, Operations and Finance shall be responsible for providing a report, written in conjunction with the Chair and President, for the Students' Council which reviews the exercise of the Corporation's functions and has regard for the value-for-money of member dues.
5. *Increments to the Dues Paid by Members:*

The President shall be responsible for notifying the membership of approved changes to member dues and Feds administered fees with a short description of their purpose. Such notice shall occur within thirty (30) business days of such an increment being approved by the Board of Governors.

## Selection & Vacancies of Directors

### A. Classes of Directors

1. There shall exist three classes of Directors, as defined by the Bylaws:
  - a. Councillor Directors — Directors elected from the membership of Students' Council;
  - b. Executive Directors — Directors *by virtue of their office* in accordance with §127 and §286 of the Act; and
  - c. At--Large Directors — Independent Directors elected from the general undergraduate students who are full members of the Federation of Students.

### B. Pre-screening and Election of Directors

1. Pursuant to §129(1) of the Act, this procedure shall regulate the time for and the manner of election of Directors, in accordance with the Bylaws and Policies of the Corporation.
2. All Directors, excluding the Executive, shall be elected by the Winter General Meeting. A pre--screened list of eligible candidates, developed by the Students' Council or a committee thereof, shall be included with the *Second Notice* (GM Agenda) to the membership so as to allow proxy votes to be cast for Directors, in accordance with §88(d) of the Act and Board Procedure 26, General Meeting Proxying.
  - a. The report of pre--screened Director applicants shall be published alongside the General Meeting agenda and the list of names of the candidates deemed eligible shall be listed under the appropriate agenda item.
  - b. In accordance with the Act, Bylaws, and Policies of the Corporation, eligible candidates for election to directorship by the assembly must:
    - i. Be full members of the corporation and expect to remain so for the full duration of the term of office;
    - ii. Be at least 18 years of age;
    - iii. Not be undischarged bankrupts or expect to become bankrupt during the duration of the term of office; and
    - iv. Have submitted an application in advance of the General Meeting, subject to those procedures established by the Students' Council.
3. Council--Directors may only be elected from those eligible Councillors having been duly elected to Council for the entire upcoming governing year of office.
4. At a member's meeting in which Directors are to be elected, the candidates to be voted on shall be those applicants deemed eligible by the aforementioned screening panel who have been included with the information circular/agenda. The chair of the General Meeting shall nominate all applicants listed in the Agenda. The chair of the General Meeting shall present a brief oral summary (lasting no more than one minute per qualified candidate) of the report to the assembly.
  - a. In the event that there are fewer candidates than or an equal number of candidates to the number of available seats, the chair of the General Meeting shall call for a confirmation vote of the screened applicants. Subsequently, the chair of the General Meeting shall open the floor for nominations for the remaining position(s).
  - b. It shall be assumed that the candidates in question accept their nomination. However, candidates may withdraw their nominations prior to the issuance of a ballot for the election of Directors.
  - c. Candidates will not be permitted to speak, stand or otherwise visibly identify themselves to the member's meeting.
5. Election of Directors shall be subject to the following rules:

- a. Those applicable Elections & Referenda Procedures established by the Students' Council, which are supreme to this procedure.
- b. Each member shall be entitled to a ranked ballot to vote for the At--large seats. Each Councillor present will also be entitled to a second ranked ballot to vote for the Councillor seats. Members may rank as few or as many candidates as they desire. Ballots shall be counted according to the Single Transferable Vote (STV) system or "yes"/"no" acclamation vote, as the case may be.
- c. Once the results of the ballot are announced by the chair, the motion to elect the Directors shall be read with the names of the successful candidates and then confirmed with a final vote.

**C. Special Restrictions Regarding Elections of Directors**

1. Other than the circumstances described in §B(5)(b) of this Procedure and elsewhere in the Policies or Bylaws of the Corporation, incoming Councillors may not be elected to an At--Large Director seat.
2. Council--Director candidates must be those Councillors having been duly elected to Council for the entire upcoming governing year of office.
3. In accordance with §127.2 of the Act, only Councillors present at the General Meeting may elect a Council Director; and, pursuant to the Policies of the Corporation, all Councillors present and voting shall note that they voted in the record.
  - a. In the event that no Councillors shall be in attendance, the assembly shall elect from the list of eligible screened applicants the Council--Directors.

**D. Vacancies of the Board of Directors**

1. In accordance with the Bylaws and Policies of the Corporation, vacancies on the Board that occur prior to the Fall General Meeting will be appointed by the Board only until the Fall General Meeting elects a qualified member to serve for the remainder of the fiscal year. The filling of such vacancies will be ratified by the Students' Council at the next available meeting.
2. All applications for the filling of At--Large or Councillor vacancies on the Board shall be advertised and circulated to the membership or Council, respectively, for no fewer than ten (10) business days prior to the Board decision to fill such a vacancy from the eligible applicants.
3. Pursuant to §127.2 of the Act, vacancies of Council Directors may only be selected from the list of eligible Councillors having been duly elected to Council for the entire governing year of office.
  - a. The President and Chair of the Board shall ensure that, time permitting, the Students' Council shall be first given the opportunity to select a new Council--Director whose appointment to fill the vacancy of Council--Directors the Board shall ratify at its next available meeting, subject to those eligibility requirements of Directors established in the Act, the Bylaws of the Corporation, and any procedures that may be established by Students' Council for the consideration of such business.
4. Normally, Councillors shall be prohibited from filling vacancies of At--Large Directors, with the exception that if no eligible or interested applicants for At--large Directorship are submitted, the Board may then opt to open such applications to all voting members of Students Council.
5. Normally, applications for vacancies on the Board shall be submitted to the Chair and Vice--Chair, who shall review applicants for eligibility and qualifications and present a summary report to the Board of Directors from which the vacancy may be filled.