

# BOARD OF DIRECTORS PROCEDURES

## Table of Contents

<b>BOARD PROCEDURES</b> .....	3
<b>BOARD MEETINGS</b> .....	5
<b>DIRECTOR’S CODE OF CONDUCT</b> .....	10
<b>ACCESS TO INFORMATION</b> .....	13
<b>ANNUAL PLAN</b> .....	14
<b>BUDGET</b> .....	15
<b>EXECUTION OF DOCUMENTS</b> .....	18
<b>AUTHORIZATION OF CAPITAL EXPENDITURES</b> .....	19
<b>ISSUING OF CHEQUES</b> .....	21
<b>SAVINGS AND INVESTMENTS</b> .....	22
<b>LEGAL EXPENDITURES</b> .....	25
<b>EXECUTIVE SALARIES AND CONTRACTS</b> .....	26
<b>FEE INCREASES</b> .....	27
<b>REIMBURSEMENT OF TRAVEL COSTS</b> .....	29
<b>REIMBURSEMENT OF CHILDCARE COSTS</b> .....	31
<b>CELL PHONE ALLOWANCE</b> .....	32
<b>CREDIT CARD</b> .....	33
<b>ETHICAL PURCHASING CONTRACTS</b> .....	36
<b>ENGAGEMENT, TERMINATION AND EVALUATION OF FULL-TIME PERSONNEL</b> .....	37
<b>ENGAGEMENT, TERMINATION AND EVALUATION OF PART-TIME PERSONNEL</b> .....	39
<b>PROFESSIONAL DEVELOPMENT</b> .....	40
<b>PERSONNEL AND VOLUNTEER BENEFITS</b> .....	42
<b>EXECUTIVE TRANSITION</b> .....	43
<b>RISK MANAGEMENT</b> .....	46
<b>GINNY LEE MEMORIAL EMERGENCY LOAN FUND</b> .....	47
<b>GENERAL MEETINGS</b> .....	48
<b>VALUE FOR MONEY</b> .....	51
<b>SELECTION &amp; VACANCIES OF DIRECTORS</b> .....	52

<b>SUBMISSIONS TO OUSA GENERAL MEETINGS.....</b>	<b>54</b>
<b>RESERVES AND RESERVE FUNDS .....</b>	<b>55</b>
<b>COMMITTEES OF BOARD .....</b>	<b>64</b>
<b>PUBLICATIONS COMMITTEE .....</b>	<b>73</b>

## **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 and Policies 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. If more than two hours have passed since the call to order or since the last recess, then the next time there is no business pending, the Chair may assume a privileged motion to recess for 10 minutes.

### **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 relevant accordingly to Section IV(C)(1).
  - 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, any applicable supporting documents, and whether an *in camera* session is requested (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. Commercial Operations;
  - 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; as well as for provision of legal counsel, details on sufficiently sensitive human resources matters, advice of the auditors, and information on other items of a sufficiently sensitive nature as needed to inform Directors' considerations but that would pose an unacceptable risk to the wellbeing of the Corporation if they were recorded except in the most general manner.
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. Notwithstanding Section IV(C)(2), the Board may enter *in camera* session during the course of a Special or Emergency meeting only by unanimous consent of Directors present.
4. All business to be discussed *in camera* is for discussion only. No business may be moved or voted on while *in camera*.
5. It is a conflict of interest for the President and Vice Presidents to remain in the boardroom during discussions on Executive performance, unless the Board requests one or more of these remain behind to answer specific questions.
6. 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.
7. A majority vote is required in order to enter *in camera* proceedings.

8. *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.
9. 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 shall 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 a simple majority 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.
  - a. A Director being thus declared is not allowed to vote in such a resolution
  - b. In the case where a Director not found to be in conflict at one meeting is later determined to have been in conflict, within the same governing year, they shall immediately be subject to Section E. Breach of the Code of Conduct
4. Directors who become aware of an actual, perceived, or potential conflict of interest on the part of a fellow Director shall promptly and in confidence raise the issue for clarification with the other Director, and request that the conflict be declared. If the fellow Director refuses to declare the

conflict, the Director who is aware of the potential or actual conflict must immediately bring their concern to the attention of the Chair and the President.

### **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.
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
  - b. There is a legal right or duty to disclose; or
  - c. 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 Chair of the Board and the President. 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 *in camera* session.
  - a. The Chair and President shall notify the accused of those accusations levelled at them and that an investigation will begin in a timely manner, not exceeding five (5) business days following the formal receipt of accusation. Such notice shall inform them of their rights listed under this procedure.
    - i. The Chair and the President may dismiss a complaint if it is without substance, but must inform the Board of the nature of the complaint and their reasoning, without revealing against whom the complaint was made. This must happen in *in camera* session.
  - b. The Chair and President shall investigate the accusation during a period not exceeding one (1) month from the date of notice given to the accused
    - i. At minimum, information gathered from the complainant(s) shall include the nature of the breach, corroborating evidence for the accusation, and a statement as to the real and/or potential impact of the breach on the Corporation.
    - ii. At minimum, the Chair and President shall request a statement regarding the accusations to confirm or deny any or all allegations levelled against the accused.
    - iii. All information provided shall be kept confidential by all parties, notwithstanding any other procedures of the Board respecting access to information, unless otherwise indicated in this procedure.
  - c. The rights of Directors under investigation for accusations of break of the Code of Conduct include, but are not limited to:
    - i. Appealing the decision of the Chair and President under confidential session (discussion must occur *in camera*),
    - ii. Access to all information regarding the accusation, except for the identity of the complainant(s), and
    - iii. If they feel it necessary, obtaining independent legal counsel.

- d. The written decision of the Chair and President shall be provided separately to the complainant(s) and the accused. The decision shall explain whether the accusation was determined to be a violation of the Code of Conduct, and if applicable the severity or impact of the breach, real or otherwise, and what, if any, disciplinary action was deemed the most appropriate method to address the violation.
      - i. The written decision of the Chair and President shall be placed on the next regular meeting of the Board's agenda under confidential session as an item "For Information"; all discussion shall occur *in camera*
    - e. The Chair and President shall, to a reasonable extent, respond promptly to all accusations and communications related to the matter by the accused or the complainant(s).
2. Directors may appeal the decision and/or the extent of disciplinary action deemed appropriate to address the violation at the next available regular meeting when the written decision is presented to the Board in accordance with s. D(1)(d)(i). A Director appealing the decision shall inform the Chair of their intent to appeal.
  - a. All appeals shall be brought before the Board during confidential or *in camera* session. The complainant and the accused shall recuse themselves from the Board room until a decision on the appeal is reached, unless requested to return for additional information.
  - b. The Chair shall separately invite the complainant(s) and the accused into the Board room to make their statements. Normally, only that information which was presented during the initial investigation will be considered by the Board.
  - c. The Board shall consider the appeal by reviewing the findings and evidence made in accordance with s. D(1) and shall determine if there is sufficient evidence to support the determination made. In addition, the Board shall determine if proper procedure was followed. The Board may overturn any decisions by a two-thirds (2/3) majority, or if new information has been presented, the Board may quash the disciplinary decision and refer the matter back to the Chair and President, with recommendations, for further review.
3. In the event that the President and/or Chair are accused of a violation or a shared violation of the Procedure, the matter shall be brought before the Board during *in camera* session. The Decision of the Board may not be appealed in this instance unless new information is presented within one business week of the Board's decision.

### **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.

## ANNUAL PLAN

1. There shall be an annual Executive Action Plan, which shall be the Corporation's Annual Plan, detailing each Executive's goals for the year, the parties relevant to achieving those goals, and the rationale underlying each goal.
2. The Annual Plan must further the implementation of the Corporation's Long Range Plan and Policy objectives and adhere to the Charter.
3. The Strategic and Long Range Planning Committee (SLRPC) shall have the power to approve the Annual Plan, as well as any changes to the plan.
  - a. The President shall prepare the Annual Plan in consultation with senior leadership of the Corporation and the Executive Committee.
  - b. The Annual Plan shall reasonably include items as requested by the Executives, provided that they are in line with existing strategic plans.
  - c. The President shall inform their approach to the Annual Plan by consulting with Students' Council, Society Presidents, and the Board of Directors on their goals and objectives for the year, and shall seek to further these, within reason, in the Annual Plan.
  - d. All members of the Executive Committee shall be invited as guests to any consideration of the Annual Plan at the SLRPC.
  - e. The SLRPC shall compare the Annual Plan against the Long Range Plan and other previously approved strategic documentation to ensure the Annual Plan furthers their implementation and for the Committee to provide a rationale for approval or non-approval in its report to the President and the Board.
  - f. The SLRPC shall not unreasonably withhold approval for the Annual Plan, but may condition approval on necessary changes to bring the Annual Plan in line with existing strategic direction, which shall be made at the discretion of the president upon approval.
4. The Annual Plan must receive approval from the SLRPC by no later than June 30<sup>th</sup> each year.
5. Following Annual Plan's approval, the President will present it at the next regular Board of Directors meeting, or at a special Board meeting prior to the next regular meeting, for information and discussion.
6. Unless the Board of Directors determines otherwise, the Annual Plan will be made available to the full membership within 10 days of being presented to the Board.

## **BUDGET**

### **A) General**

1. Pursuant to the bylaws and applicable policies, the Students' Council shall be responsible for preparation and approval of the budget as it pertains to the expenditure of member dues, exempting those restricted components specified below. Such a budget shall be prepared and approved in accordance with the relevant Procedures established by Students' Council.
2. The Board of Directors restricts the following departmental budgets to be approved by the Board:
  - a. General Office (inclusive of Accounting);
  - b. Information Technology;
  - c. Ancillary Operations
    - i. Facilities Operations (including the Student Life Centre),
    - ii. Commercial Operations (including Business, Food, and Bar Operations); andThe annual budget report issued by the Budget & Appropriations Committee to Council and the Board shall only summarize information thereof, including both a description of operations and presentation of the bottom-lines (revenues, costs of goods and sales, and expenses) of those restricted departmental budgets.
3. In accordance with applicable policies and the Council-approved constitutions of the Societies, as from time to time amended thereby, the Board of Directors restricts the Societies budgets to be approved by solely the various Societies, subject to review by the Vice President, Operations & Finance; and further, the provisions of this procedure shall not apply to the Societies' budgets.
4. Unless exempted by the Board of Directors in accordance with policy, the Budget & Appropriations Committee shall review all budgets, including ancillary and other restricted budgets, before they receive approval by the Board and/or Council, as applicable. Should the Board exempt a budget from this review process, it shall provide notice and rationale to the Students' Council for the same.
5. Final approval of all expenditures rests with the Board of Directors. The Board of Directors must authorize all budgets or resolutions on continuing appropriations, prior to any expenses being incurred.

### **B) 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. The Vice President, Operations & Finance shall circulate these budget requests and the associated draft budgets to the Budget & Appropriations Committee for review. These budget proposals will address the twelve-month period commencing May 1<sup>st</sup> and should include:
  - a. A critical analysis of the department's spending allocation, with consideration given to the value-for-money of the expenditure of member dues, where applicable;
  - b. Its level of service to the undergraduate student population, including attainment of advocacy objectives and assurance of the training, administrative support for, and continuity of student government; and
  - c. Assessment of how such expenditure furthers the long-term strategic and advocacy objectives of the Corporation or meet mandatory spending requirements and other guidelines outlined in procedure.

2. The Vice President Operations & Finance and General Manager shall meet with the departmental managers to review, discuss, and modify the budget proposals. The executives-elect shall be consulted in the preparation of the budget, as it pertains to their portfolios and office budgets.
3. The Vice President Operations & Finance, Vice President-elect Operations & Finance, and General Manager, in consultation with the Budget & Appropriations Committee, will then formally prepare the total budget proposal, which at a minimum will include:
  - a. The budget's justification and analysis;
  - b. Any standard deductions and transfers-out required by the Board in accordance with policies and procedures that is not normally appropriated by the Students' Council;
  - c. The remainder, based upon enrollment projections for the upcoming year, that is to be allocated for the fiscal year for appropriations by the Students' Council under the General Operating Budget;
  - d. A summary of the corporation's total investments and savings amounts, as well as the reserves and reserve funds; and
  - e. A review of the previous fiscal year's budget, expenditures, and explanation of notable variances, as well as any associated reports and recommendations issued by the outgoing Budget & Appropriations Committee.
4. The Budget & Appropriations Committee shall provide its recommendation for adoption, or otherwise any and all amendments as it deems appropriate to the aforementioned budgets. The Committee shall vet the aforementioned budgets in consultation with the appropriate staff prior to issuing any recommendations.
5. Normally, during the process of budget preparation, a resolution on continuing appropriations in lieu of the operating budget shall be presented for the period of 1 May to 31 August, which shall not authorize more than appropriations guaranteed to the same period from the previous fiscal year, indexed for inflation.
  - a. Continuing appropriations shall allow the Budget & Appropriations Committee time to prepare the General Operating Budget.
  - b. Unless further resolutions on continuing appropriations are granted in accordance with policies and procedures, the General Operating Budget for the fiscal year must be presented no later than 31 August.

**C) Presentation**

1. A proposal on continuing appropriations, in addition to any preliminary draft budgets, will be presented to the Board of Directors within the month of April for a discussion of the overall financial position of the Corporation and to make recommendations of modification.
2. The Budget & Appropriations Committee shall present the Council-approved General Operating Budget, together with a summary of the Corporation's total investments and savings, as well as any reserves and reserve funds Board of Directors and shall answer questions pertaining to the budget which may be raised. Prior to such a presentation, the Committee's report and any associated attachments will be circulated to Directors with reasonable time for consideration.

**D) Approval**

1. Recommendation for approval of a resolution on continuing appropriations for the spring term period will be sought by the outgoing Budget & Appropriations Committee during April, subject to those procedures established by Council respecting the expenditure of member dues, including with any recommendations for modification. The Board shall approve, reject, or otherwise amend the resolution on continuing appropriations approved by the Committee.
2. The Vice President Operations & Finance shall provide updates as to the preparation of the budget for the remainder of the Fiscal Year by the Budget & Appropriations Committee to the Board and Council.

3. In accordance with applicable policies, the General Operating Budget, less any restricted components, shall be approved in a bicameral manner by the Students' Council and then the Board of Directors.
4. In the event that no budget, or portions thereof, are not presented to the Board of Directors for approval within the required period either due to the failure of the Students' Council to approve the budget as it pertains to expenditure of member dues or because the Budget & Appropriations Committee has not yet issued a recommendation for approval to the Board, the Vice President Operations & Finance may request the Board approve a resolution on continuing appropriations to fund operations for a period of not more than one month.

**E) Review, Deviation, and Amendment**

1. A summary of expenditures, in comparison to the approved budget, will be presented once per accounting period to the Budget & Appropriations Committee by the Vice President, Operations & Finance. Both the Vice President, Operations & Finance and General Manager shall 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. Deviation shall be approved in the following manner:
  - a. In the case of budget lines within a department, funds may be transferred between lines by the appropriate manager with approval of their responsible supervisor or Executive, as the case may be, for that budget, subject to requirements set in policy.
  - b. A deviation in expenditures of or transfer between budget lines relative to the budgeted amount of greater than 10%, if equal to or exceeding \$500, must be approved by the Vice President, Operations & Finance.
  - c. Any deviations or transfer equal to or exceeding \$1,500 must be presented to the Budget & Appropriations Committee for approval, unless otherwise delegated by the Board of Directors, in accordance with procedure.
  - d. Notwithstanding the foregoing, deviations in excess \$25,000, having been first reviewed by Budget & Appropriations Committee for approval, must be ratified by the Board of Directors.
4. In accordance with policy, if the General Manager or Vice President, Operations & Finance determines at any time that the probable receipts from levies and any other sources of revenue will be less than what was anticipated, with notice to the Budget & Appropriations Committee, they will reduce the budget allocations to departments or take other action so as to prevent a deficit, provided that:
  - a. Notice is issued to management and the departments or services concerned; and
  - b. The President or the Budget & Appropriations Committee has approved the amended reduction.

### **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 General Manager or Vice President Operations & Finance, who 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, in accordance with relevant policies and procedures related to out-of-budget appropriations.
3. It will be the responsibility of the appropriate executive or General Manager to bring to the attention of the Planning, Student Space, and Works Committee ("Committee"), at least five business days prior to the initiation of purchase, any capital expenditure that exceeds \$25,000. 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 Committee must be notified as soon as logistically possible with rationale for the same.
4. Departmental Managers and Signing Authorities can approve capital expenditures up to \$5,000 and \$25,000, respectively, where such expenditure has been approved through the budgeting process.
5. No circumstances will warrant a capital expenditure equal to or exceeding \$25,000 in cost without the formal approval of the Planning, Student Space, and Works Committee ("Committee"). The Committee shall receive a report of the Federation's Accounting Department for any such expenditure which shall include a cash flow analysis indicating sufficient cash on hand exists to make such a purchase, the amortization schedule for the purchase, as well as the terms and conditions that the Department may deem advisable. Further, the Board of Directors, at the recommendation of the Committee, must approve any capital expenditure in excess of \$500,000.
6. All capital expenditures will be documented with applicable approvals required by this procedure, will provide rationale for the purchase, and will normally demonstrate its compliance with and furtherance of the Capital Improvement Plan.

REFERENCE TABLE

<b>Capital Expenditures will require the following authorization amount</b>	<b>Level of authorization required</b>
\$0-\$5000	Departmental Managers (only applies to expenditures for which appropriations have been made by consequence of the budget)
\$5000.01-\$25,000	Signing Authority (only applies to expenditures for which appropriations have been made by consequence of the budget)
\$25,000.01 – \$500,000	Planning, Student Space, and Works Committee (in consideration of the received report from the Accounting Department)
\$500,000.01 +	Board of Directors (only on the recommendation of the Planning, Student Space, and Works Committee)

Notes:

- Any purchase made by a Departmental Manager, exceeding \$500, must be reported to their supervisor.
- If the approval of the expenditure is denied at any of these levels, approval may be sought at the level above.
- Decisions of the Planning, Student Space, and Works Committee on any funds less than \$500,000 shall be considered final and may not be appealed to the Board of Directors.

### **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.
  2.
    - 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. The provisions of this procedure do not affect restricted accounts.
  - a. 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, as defined by procedure.
  - b. With the exception of the Capital Program Fund, the Board shall be permitted to invest reserve funds for the purpose of generating more monies to be used to support the Federation, subject to the following guidelines:
    - i. That eighty percent (80%) of the funds are permitted to be invested in instruments under low-medium risk investment strategies;
    - ii. The interest rate that the restricted funds generate will be calculated on an annual basis. The investment account will be obligated to pay interest income to the source Fund that would have been otherwise generated if the funds were left in the source Fund's savings bank accounts. The remaining amount will be realized as interest income into the General Fund and will be added to the next fiscal year's budget; and
    - iii. The principal may never be used for any other purpose than being the core amount in the fund.
  - c. The Capital Program Fund shall be invested for capital appreciation to provide for long-term growth, supplemented by an objective of capital preservation to balance risk in the

middle-term. The monies in the Capital Program Fund are dedicated for the specific purposes of the Capital Program and these monies, and generated interest from these monies, may only be spent on and invested for said purpose, subject to the following guidelines:

- i. That ninety percent (90%) of the principal balance of the Capital Program Fund is permitted to be invested in medium-high risk investment strategies;
  - ii. Normally, all realized gains, dividends, and interest generated from the invested monies shall be reinvested; and
  - iii. The principal may never be used for any other purposes than being the core amount in the fund.
- d. All investments will be managed by a qualified financial advisor, who shall provide regular reports to the Vice President, Operations & Finance and General Manager;
  - e. At the end of each fiscal year and anytime the principal loses more than twenty percent (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 be 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 AND CONTRACTS**

### **General:**

1. At a meeting to be held prior to the polling period of the General Elections of the Federation, 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. The Board shall also consider the executive salaries in the context of other benefits or remunerations the executive may receive under the approved benefits package.
3. Normally, the Board shall consider changes to job responsibilities, description, or contract have occurred the calendar year – including any changes to bylaw, policy, procedural and contractual obligations – in considerations of increments to the executive salaries. Any changes to executive contracts beyond the scope of bylaws, policies, procedures, and contracts shall be approved by the Board of Directors prior to consideration of any changes to the executive salaries.
4. 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).
5. If the Board of Directors approves an increase to the executive salaries by an amount greater than the Consumer Price Index, then that decision must be ratified at a General Meeting or the Students' Council. A motion for ratification of approved salary increases must be presented separately from all other increases. If the motion fails at the General Meeting or at the Students' Council, the Board of Directors will reconsider the salary increase and may approve an amount not exceeding 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, policies, procedures, and contracts. 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, an appropriate third-party consultant, and/or a select executive review committee of the Board. The final report for the compensation review shall be made available to the membership of the Corporation.

## 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 for administered funds of the Federation of Students, including:
  - a. The UPASS Fund;
  - b. The Health Plan Fund;
  - c. The Dental Plan Fund;
  - d. The Legal Protection Service Plan Fund;
  - e. Student Refugee Fund;
  - f. Orientation Fund;
  - g. 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, a General Meeting, or the Students' Council, 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.

### **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

**BOARD PROCEDURE**

Effective: October 10, 2019

Replaces: March 5, 2008

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**ETHICAL PURCHASING CONTRACTS**

**RESCINDED – OCTOBER 10, 2019**

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

1. 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 shall be brought to the attention of the Board of Directors.
2. 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.
3. 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.
4. 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, Modification of Duties, and Renewal**

1. New job descriptions must be recommended 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, or otherwise selecting an appropriate panel to interview, 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 determinations of accompanying modifications to job duties, contract length, and compensation, will be performed by the Personnel Committee. Substantive modifications to the job duties of the General Manger shall be presented to the Board of Directors for approval..

**B) Discipline and Termination**

1. In accordance with the University of Waterloo's policies and procedures, the applicable manager shall undertake performance management and / or progressive discipline of their staff, with oversight by the Personnel Committee. The Personnel Committee shall ultimately be responsible for the discipline of full-time personnel.
2. In cases where progressive disciplinary efforts have failed or where progressive discipline does not apply, 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.
3. The Board of Directors will be notified of the termination of any full-time personnel.

**C) Evaluation and Regulation of Bonusing**

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 resolution of the Personnel Committee. A summary report shall be provided to the Board of Directors containing the following information:
  - a. The resolution of the Personnel Committee;
  - b. Summary statistical analysis of the distribution of appraisal ratings;
  - c. Changes in the distribution of appraisal ratings since the prior fiscal year;
  - d. Total of compensation adjustments made from the appraisal process; and
  - e. The cumulative total of staff undergoing Performance Management at the Progressive Disciplinary stages relative to the prior years, as defined in the University of Waterloo's policies and procedures
2. The Personnel Committee shall determine the distribution of holiday bonuses to the full-time personnel, subject to the following provisions:
  - a. The Executive are not eligible to receive a holiday bonus;
  - b. In consultation with the General Manager, the applicable manager shall complete a performance evaluation rubric for each full-time employee, which will be used by the President and Vice President, Operations & Finance to determine the sum of the bonus; and
  - c. All holiday bonuses will be distributed prior to the Winter Break..

**D) Organizational Structure**

1. The Organizational Structure of the Federation of Students, and any amendments thereto, shall be prepared by the Personnel Committee and presented to the Board of Directors for approval.
2. Following approval by the Board of Directors, the Personnel Committee shall work with University of Waterloo's Human Resources department to implement the approved organizational structure, including seeking approvals to any modifications where required by the policies or procedures of the University of Waterloo

**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 General Manager 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 any appropriate Executive 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 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.

**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.

### **A. General**

1. Executive transition shall be comprised of,
  - a. Gradual transition activities, commencing no later than April 1.
  - b. An intensive transition period, prior to May 1.
  - c. Continued transition activities and support through the first two weeks of May.
  - d. Additional training, conducted at any time during or after transition, as required.
2. Outgoing and incoming Executive shall be jointly responsible for ensuring a thorough transition for Commissioners (Associate Vice Presidents).

### **B. Compensation**

1. Outgoing Executives shall be eligible to receive compensation in the form of part-time employment.
  - a. Part-time employment shall normally be for a period of two (2) weeks, with a rate of pay commensurate with their former full-time executive salary, to support continued transition activities.
  - b. Outgoing Executives retained as casual part-time employees may work no more than 20 hours per week without the approval of the Executive Committee.
  - c. Executives who are retained as casual part-time employees shall be ineligible for any other form of transition compensation or honoraria.
2. Incoming Executives shall be eligible to receive a transition honorarium, subject to approval by the outgoing Executive Committee.
  - a. Transition honorarium shall normally be \$500 per Executive.
3. If an Outgoing Executive is also an Incoming Executive, they shall be ineligible to receive any form of compensation for transition.

### **C. Gradual transition activities**

1. Gradual transition activities shall be the responsibility of each outgoing Executive to coordinate for their successor.
2. Gradual transition must include and is not limited to, the following items:
  - a. Preparation and presentation of transition documentation
  - b. Introduction to key full-time staff members
  - c. Training on day-to-day operational tasks
  - d. Review of recent projects
  - e. Detailed overview of current projects, including next steps
  - f. Detailed overview of all committees and other such regular meetings
    - i. Discussion of ongoing topics and next steps
    - ii. Guest attendance at meetings, where possible

- g. Training on technical aspects of the job, as required
- h. Consultation on decisions which will markedly affect the incoming Executive or the Corporation during the upcoming year

**D. Intensive transition period**

1. Intensive transition period shall be the responsibility of the outgoing President to coordinate.
2. Active participation in these activities, along with gradual transition activities, shall determine each incoming Executive's eligibility for transition honorarium.
3. Training should include the following topics, unless previously covered or, by request of the incoming executive, delayed not more than 2 weeks following May 1:
  - a. Executive duties
  - b. Organization governance
  - c. Organizational history
  - d. Organization finance
  - e. Key stakeholders
  - f. Legal agreements
  - g. University committees
  - h. Human resources
  - i. Commercial operations
  - j. Student groups on campus
  - k. Ongoing projects
  - l. Practice Scenarios
  - m. Team building

**E. Continued transition and support**

1. Continued transition and support shall be the joint responsibility of the outgoing and incoming executive to coordinate.
2. Continued transition and support may include,
  - a. Supporting introductory meetings
  - b. Supporting handover of all necessary physical items, include cleaning the office space
  - c. Organizing documentation
  - d. Supporting ongoing projects or regular duties, as required

**F. Additional training**

1. Additional training is the responsibility of the incoming President, or designate, to coordinate.
2. Training must include any of the below items unless previously covered,
  - a. Equity, diversity & inclusion training
  - b. Mental health training
  - c. Media training
  - d. Leadership training
  - e. Board of Directors transition activities
  - f. Students' Council transition activities
  - g. Meet & greet activities will full-time staff
  - h. Strategic planning activities
3. Additional training may include, on an as-needed basis,

- a. Management training
- b. Further depth on any item listed above

## **RISK MANAGEMENT**

1. 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.
2. 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.
3. In conjunction with the appropriate executive, risk shall be mitigated in accordance with the organization's strategic priorities
4. Risk will be assessed by understanding the likelihood of an event occurring and the impact it would have on the Corporation.
5. 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
6. 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.
7. 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.
8. Ultimately risk shall be managed by department managers, the general manager, and the executive and reported to risk management committee and board.
9. 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. Based on evidence of long-term inability to repay a loan, Student Awards and Financial Aid may, at time of disbursement or thereafter, extend the terms of repayment or may recommend to the Federation of Students Board of Directors that a loan be forgiven.
4. 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.
5. In instances where time does not permit the Board of Directors to meet in a timely fashion to deliberate on an exception within the time span required by the student, the Vice President, Operations & Finance, may bring a case to the President, who may make a decision in the interim, to be brought for deliberation at the next timely Board meeting.
6. Academic standing will not be used in determining eligibility for the use of this fund.

## **GENERAL MEETINGS**

### **Section I. 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 §I(A)(2) 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.
  - c. Councillors can only be individually named as the proxy holder for one member, but will also be able to hold up to an additional five (5) proxies pursuant to §C(2) of this procedure.

2. Any member who has not named a proxy holder pursuant to §1©(1) of this procedure, may submit a proxy to WUSA centrally for a Councillor from their constituency to hold.
  - a. The President will be responsible for overseeing the process of giving Councillors proxy forms that have been centrally submitted.
    - i. Councillors should be contacted at least two (2) weeks in advance of a General Meeting to confirm their attendance and physical ability to hold proxies.
    - ii. Proxies centrally received shall be randomly and proportionately distributed to the Councillors of the required constituency until every Councillor in the constituency has five (5) proxies.
3. 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.
4. Pursuant to §88(b) of the Act, no proxy may confer the authority to the proxy-holder to vote for appointment of the Auditors.
5. 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.
6. 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.

### **Section II: General Meeting Dates**

#### **A. General**

1. The President shall be responsible for selecting the dates of the Annual General Meeting, in accordance with requirements and criteria set out in the Bylaws and this Procedure.

#### **B. Criteria for Selecting Meeting Dates**

1. General Meeting dates shall be selected with a view towards maximizing student attendance at the meeting.
2. No General Meeting shall be held on or during:
  - a. The Fall or Winter Reading/Study Break, including the weekend proceeding and following said break;
  - b. A statutory holiday'
  - c. Prior to the first day of classes of the respective term;

- d. The final examination period.
3. The President shall consider the following factors when selecting a date for a General Meeting:
  - a. Election and Referenda dates;
  - b. Notice requirements provided for in the Bylaws and this Procedure for General Meetings and meetings of the Board of Directors;
  - c. Availability of physical space to hold the meeting;
  - d. The timing of other large events that require significant amounts of the organization's marketing time and resources.
4. Before selecting a date for a General Meeting, the President, at minimum, shall consult the following individuals or groups:
  - a. Full-time staff whose job includes planning or execution of the General Meeting;
  - b. The Chief Returning Officer;
  - c. The Chair of the Board.

**C. Selection of Dates**

1. Dates for any General Meeting in the following fiscal year shall be selected no later than November 30<sup>th</sup> of the current fiscal year.
2. Upon selecting the meeting date, the President shall immediately inform the same individuals who were consulted in §II(A)(3) of this Procedure.
3. The selected date must be published on the Corporation's website no later than ten (10) business days after its selection was made.

**Section III: General Meeting Locations**

**A. General Rules**

1. All General Meetings shall be held on the University of Waterloo's Main Campus.
2. Normally, General Meetings shall be held in the Student Life Centre (SLC) Building
  - a. General Meetings may only be held at a location on the University of Waterloo's Main Campus that is not in the SLC building if expressly approved by the Board of Directors no later than sixty (60) days in advance of the meeting date.

**Section IV: Notice Requirements**

**A. General Rules**

1. The initial notice for General Meetings shall be sent out to the membership by the President no less than thirty (30) business days in advance of the meeting.
2. The initial notice shall include a call for submission of proposals to be considered at the meeting, with the submission deadline being no less than ten (10) days from the date of the initial notice.
3. Following the deadline for submission of proposals, the Chair and President shall jointly work to call a special meeting of the Board to set the agenda for the General Meeting, at a date and time that allows for reasonable preparation of agenda packages, while still meeting the notice requirements set out in this Procedure and the Bylaws.
4. The Chair and President, upon approval of the agenda by the Board, shall work with relevant Communications staff to ensure that the agenda is able to be released simultaneously in plain language and with original language, meeting the notice requirements set out in this Procedure and the Bylaws.

### **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 that occur prior to the Winter academic term of the final year of office of a Director will be appointed by the Board only until the Students' Council or a General Meeting elects a qualified member to serve for the remainder of the term of office. Vacancies that occur during the Winter academic term of the final year of office of a Director will be appointed by the Board, subject to ratification 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 temporarily 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 the Students' Council elects a new Council-Director to fill the vacancy of Council--Director, 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.

### **SUBMISSIONS TO OUSA GENERAL MEETINGS**

1. As a member of the Ontario Undergraduate Student Alliance, the Federation of Students, Board of Directors is permitted to submit member motions to the OUSA General Meeting agendas.
2. The Vice President, Education shall make every reasonable effort to inform the Board of upcoming General Meetings of the Ontario Undergraduate Student Alliance immediately upon receiving final General Meeting dates from the OUSA Steering Committee.
3. Any Director who wishes the Corporation to send a motion to the General Meeting of the Ontario Undergraduate Student Alliance shall submit it to the President, who shall on behalf of the Director, bring the item to Students' Council for consideration in a timely fashion.
4. The Board shall only consider recommendations passed by the Students' Council pertaining to submission of a motion on behalf of the member corporate to the Ontario Undergraduate Student Alliance's General Meeting at this time. The Board shall not unreasonably refuse any such recommendations.
5. All motions to submit a motion to the Ontario Undergraduate Student Alliance General Meeting shall have a passage threshold of simple majority.
6. The Vice President, Education shall be responsible for relaying any passed motions, and rationale or accompanying messages, if applicable, at the Steering Committee meeting where the agenda is to be set; and shall provide all Council appointed delegates to the OUSA General Meeting any statements or questions of the Board pertaining to OUSA General Meeting agenda items.

## **RESERVES AND RESERVE FUNDS**

### **A. General Principles**

1. In accordance with the Policy 67: *Reserve and Reserve Fund*, the Board of Directors is responsible for the administration, management, and oversight of all reserves and reserve funds held by the Federation. The Federation shall ensure all Funds are operated in an accountable manner that secures the long-term financial stability, predictability of levies, and promotes strategic investment decisions.
2. Reserves and Reserve Funds (“Fund(s)”) shall be employed to ensure the Federation is well placed to meet long-term targets, provide for the payment of obligations, provide for continuity of operations and services to students during times of disruption, and to stabilize the short- and mid-term financial position of the Corporation.
  - a. Normally, Funds that are permanent and on-going in nature are to be approved by the Students’ Council via amendment of the schedule of programming. Thereafter, the Board will amend this procedure as it deems appropriate.
  - b. Funds established by Council so as to be expressly regulated under Council Procedures shall be managed in accordance with Council’s procedures for the same. However, the Board shall be responsible for stewardship of such assets and their investment.
  - c. In accordance with corporate policy, nothing shall prohibit the Board from establishing new internally restricted Funds on a temporary basis in which funds for a specific project or future expenditure may be placed.
3. The provisions of this procedure shall not regulate the general internally restricted reserve, as subdivided into the short- and long-term investment accounts, of the Federation accrued through the closing out of any surpluses from the general operational fund at the culmination of each fiscal year. The general internally restricted reserve shall be regulated in accordance with Board Procedure 10: *Savings and Investments*.
4. A register of all permanent, on-going Funds shall be listed in Section B of this procedure, which shall at minimum outline the title, purpose, sources of revenues, allowed expenditure and withdrawals, and the Board established target level (where applicable) for the Fund.
5. The Board shall set a target level for each fund based on relevant information, where applicable, including: estimated enrollment projections, premium levels, claims experience, strategic objectives, and relevant program performance indicators. Normally, target levels will be evaluated annually by the Board to ensure they remain relevant figures, on the advice of the Vice President, Operations & Finance and General Manager. In addition, target levels will be re-evaluated for approval by the Board in conjunction with the strategic planning process.

## B. Register of Reserves and Reserve Funds

### 1. Capital Program Fund

#### a. Purpose –

The Capital Program Fund (CPF) supports all undergraduate student commons, spaces, leaseholds, businesses, buildings, and properties and major capital assets for those spaces; this includes: capital maintenance, reinvestment, renewal, improvement, and strategic expansion. The Fund supports the Student Life Centre building's capital costs as well as other student spaces on main campus and satellite campuses. The CPF may be used for major assets, building and space investments, technology improvements, and similar.

#### b. Source of Revenues –

The principal of the Fund is accumulated through:

- i. The set-aside of a portion of the dedicated Capital Program Fee under a contribution schedule approved by the Board of Directors.
- ii. Those additional appropriations from the Operating Budget set-aside during the annual budget cycle in support capital improvement.
- iii. Any interest earned on the funds in the CPF shall remain in the fund.

#### c. Allowed Expenditure and Withdrawals –

The use of the fund shall be restricted to appropriations approved by budget and aligned with the Capital Improvement Plan, or as otherwise authorized by the Board's *Planning, Student Spaces, and Works Committee* in accordance with Board Procedure 8: *Authorization of Capital Expenditures*.

#### d. Target Level –

The target level shall be \$10,000,000 in order for the CPF to provide for construction needs and building renovation (\$4,000,000), capital renewal and improvement (\$1,000,000), strategic expansion (\$3,000,000), and emergency capital reserves (\$2,000,000). The interest earned on the principal balance should be reinvested to achieve target or, if the target has been met, shall be used to finance capital maintenance of existing capital assets.

### 2. Student Fee Stabilization Reserve (an account within the General Fund)

#### a. Purpose –

The Student Fee Stabilization Reserve (SFSR) is held to offset future adverse fluctuations in fees assessment income. The SFSR buffers against fluctuation in experienced payment rates for the various optional fees and to offer means for transferring surplus from advantageous terms to periods of losses to provide temporary relief or to support the necessary wind-up of those operations in the event of chronic and substantial opt-out rates, respectively. In addition, the Fund reduces pressure on the student fee rate under the following circumstances:

- i. During times of internal restructuring and change, where time is need to plan for long-term impact on student fees; and
- ii. To address short-term impacts to the operating budget brought on by issues in the external environment, such as economic downturns or unexpected decreases in student enrolment.

b. Sources of Revenues –

The principal of the Fund is accumulated through:

- i. A fixed percentage of each of the various operating levies of the Federation collected over the lifetime of those operating levies. The fixed percentage shall be set at a rate determined by the Board of Directors, that shall not exceed twice the standard deviation of the average opt-out rate across the operating levies. This proportion of income from the operating levies shall be transferred to the SFSR.
- ii. Those end of year operating surpluses that the Board deems advisable may be transferred to the fund through a resolution of the Board.
- iii. Any interest earned on the funds in the SFSR shall normally remain in the fund, unless otherwise determined by the Board.

c. Allowed Expenditure and Withdrawal –

- i. The use of the Fund shall be approved as part of the budget process, and the Vice President, Operations & Finance shall cause for the withdrawal of funds from the SFSR to meet mandatory spending outlined in the budget.
- ii. Drawing on this Fund can be authorized by the Board of Directors to meet unforeseen circumstances outside of the standard budget cycle.

d. Target Level –

The SFSR will not exceed a total value of three (3) terms worth of all optional operating levies as fully paid by all students. Amounts in excess of this limit shall be transferred to the General Fund or Capital Program Fund, be made out as a charitable contribution to a University of Waterloo Endowment Fund administered by the Federation, or otherwise disbursed as determined by the Board of Directors.

3. Societies Fluctuation Reserve

a. Purpose – The Societies Fluctuation Reserve (SFR) represents funds available to the constituency Societies (“Societies”), held by the Federation in trust according to the terms of reference of the Fund as approved by the Committee of Presidents (on behalf of Council), which are available to:

- i. Buffer against fluctuation in experienced payment rates for the various optional Society fees and to offer means for transferring surpluses from advantageous terms to periods of losses to provide temporary relief or to support necessary operations based on trends in year-over-year opt-out rates;
- ii. Reduce pressure on the student fee rates for the Societies that may be caused during times of internal restructuring and change, where time is needed to plan for mid-to-long-term impact on student fees, and to address short-term impacts on supplement fees revenues in each Societies’ operating budgets during unforeseen issues in external environment (e.g. economic downturns, unexpected decreases in student enrollment, uncertainty in government or university regulatory environments, an act of god);
- iii. Support, to a reasonable extent, via internally financed loan significant purchases and capital expenditure in excess of what Societies may be able to provide from their own capital reserves or operating revenues, that shall not exceed the principal balance of the fund;

- iv. Provide for increased return-on-investment through centralized, dedicated savings aimed to reduce risks of excesses in individual retained earnings that may, from time-to-time, accrue including from such causes as fluctuations, enrollment growth, unrealized income, business performance, or otherwise;
- v. Provide for long-term savings and investments, to act as both a financial safeguard for unanticipated shortfalls in revenue and an internal endowment that generates interest to return supplemental revenues to the Societies for operational expenses and to the Federation for centralized costs related to the Societies; and
- vi. Act as a dedicated reserve for staffing costs, including but not limited to salary and wages, related to those permanent on-going staff employed by the Societies, for which the Federation is liable.

Further, in the spirit of the Federation's commitment to its constituency Societies, the fund shall serve as a consolidated equalization account, supporting Societies' fiscal capacity by ensuring there exist sufficient supplemental revenues to provide reasonably comparable levels of services at reasonably comparable fee levels.

b. Sources of Revenues –

The principal of the Fund is accumulated through the mechanisms established under the approved terms of reference of the SFR, as amended from time to time at the recommendation of the Committee of Presidents.

c. Allowed Expenditure and Withdrawal –

The use of the Fund shall be approved by those mechanisms established under the terms of reference of the SFR as approved by the Committee of Presidents (on behalf of Council).

d. Target Level –

The target level of the SFR shall be \$1,800,000 based on:

- i. A reserve level of three (3) years of salaries and benefits of Societies' permanent, on-going staff for which the Federation is liable (\$800,000);
- ii. A student fee stabilization/fluctuation reserve for the Federation's constituency Societies, to provide for continuity of service for twelve (12) months of operation.

4. Student Refugee Program Administered Fund

a. Purpose –

The Student Refugee Program (SRP) Administered Fund is an internally restricted fund, which represents funds collected for the Student Refugee Program and made available to the World University Services Canada (WUSC) Local Committee and its administrators for support of student refugees supported by the program, as well as for the administration and management thereof. This fund shall be governed in accordance with the applicable policies on the Student Refugee Program.

b. Sources of Revenues –

The principal of the Fund is accumulated through:

- i. The dedicated SRP Fee, an administered fee of the Federation.
- ii. Any interest earned on the funds in the SRP Administered Fund shall remain in the Fund.

- c. Allowed Expenditure and Withdrawals –  
The use of the Fund shall be approved as part of the SRP Budget, as approved by the Vice President, Operations & Finance in accordance with the applicable policies of the Student Refugee Program.
  - d. Target Level –  
The target level for the SRP Fund shall be \$250,000 based on:
    - i. Estimated costs of supporting student refugees accepted under the program.
    - ii. Reserve to support the costs of various academic and professional programs, both regulated and un-regulated in tuition and incidental fee costs, to which student refugees attending the University of Waterloo may be admitted, including co-operative and experiential education programs.
5. University Transit Pass Program Administered Fund
- a. Purpose –  
The University Transit Pass (UPass) Program Administered Fund is an externally restricted Fund, which represents funds collected for the UPass program, its administration, and the strategic reserve. All such funds collected, less the administrative and strategic overhead amounts, are remitted to the Region of Waterloo, in accordance with contractual agreement.
  - b. Sources of Revenues –  
The principal of the Fund is accumulated through:
    - i. The dedicated UPass Fee, an administered fee of the Federation.
    - ii. In accordance with applicable policies, the Vice President, Operations & Finance shall ensure that the strategic overhead built into the UPass Fee be reserved in an account within the UPass Administered Fund dedicated to support continuity of base transit operations or reimbursement of transit fare for students in the event of sustained transit disruptions, as defined in applicable contractual agreements with the Region of Waterloo (“Transit Disruption Contingency and Liability Account”).
  - c. Allowed Expenditure and Withdrawals –
    - i. The Vice President, Operations & Finance shall cause for the funds collected from the UPass Fee to be remitted to the Region of Waterloo in accordance the schedule of payments outlined in applicable contractual agreements therewith.
    - ii. Any interest earned on the funds in the UPass Administered Fund shall remain in the fund, to be dedicated to the Transit Disruption Contingency and Liability Account.
  - d. Target Level –  
The target level for the Transit Disruption Contingency and Liability Account within the UPass Administered Fund shall be \$2,900,000 such that:
    - i. The Federation can finance base transit operations independently of the Region for any significant and sustained service disruptions (including due to labour dispute) lasting at least one (1) week; or
    - ii. Otherwise, provide for the reimbursement of students in an amount of at least \$10.00 per diem for the duration of any significant and sustained service disruptions.

6. Health Insurance Plan and Student Assistance Program Administered Fund

a. Purpose –

The Health Insurance Plan and Student Assistance Program Administered Fund (“Health Plan Fund”) is an externally restricted fund that exists to support the Waterloo Student Health Insurance Plan and the Student Assistance Program. These plans are jointly administered with the Graduate Student Association (GSA), under the supervision of the Health Plan Oversight Committee, to provide high quality health insurance to students.

- i. The Health Plan is underwritten on a retention/refund accounting basis, meaning that the Federation and the GSA retain full responsibility for any shortfalls (deficits) in the plan, and share in any underwriting surpluses.
- ii. The Student Assistance Program is a prepaid service, meaning that the Federation is responsible for the associated cost of the service per member, per policy year.

b. Sources of Revenues –

The principal of the fund is accumulated through:

- i. The dedicated Health Plan Fee, an administered fee of the Federation.
- ii. The dedicated Student Assistance Program Fee, an administered fee of the Federation.
- iii. Any interest earned on the funds in the Health Plan Fund shall remain in the fund and shall be proportionally apportioned between the Student Assistance Program and Health Plan accounts within the fund.

c. Allowed Expenditure and Withdrawals –

- i. The established and primary purpose of the fund is to protect against unforeseeable risks, volatility in claims activity and, therefore, premium unpredictability. The fund ensures a sustainable health plan program for Waterloo students. This volatility can be especially common in student group plans.
- ii. This restricted internal reserve account may also provide the Federation the flexibility to enhance and improve the health plan program in various reasonable capacities including benefit coverage expansion.

d. Target Level –

The target level for the internal Health Plan Fund shall range between 25-35% of gross annual premiums; with a recommendation to maintain at least 30%. The Health Plan Oversight Committee shall seek the advice of the plan administrator and broker in determining the appropriate annual targets for the Fund.

7. Dental Insurance Plan Administered Fund

a. Purpose –

The Dental Insurance Plan Administered Fund (“Dental Plan Fund”) is an externally restricted fund that exists to support the undergraduate student Dental Insurance Plan to provide high quality dental insurance to students.

- i. The Dental Plan is currently underwritten on a fully insured (prospectively rated) basis, meaning that the Federation retains no responsibility for any shortfalls (deficits) in the plan and does not share in any underwriting risk

- b. Sources of Revenues –  
The principal of the fund is accumulated through:
    - i. The dedicated Dental Plan Fee, an administered fee of the Federation.
    - ii. Any interest earned on the funds in the Dental Plan Fund shall remain in the fund.
  - c. Allowed Expenditure and Withdrawals –
    - i. The established and primary purpose of the fund is to protect against volatility in claims activity and, therefore, premium unpredictability. The fund a sustainable dental plan program for Waterloo students. This volatility can be especially common in student group plans.
    - ii. The restricted internal reserve account may also provide the Federation the flexibility to enhance and improve the Dental Plan program in various reasonable capacities including benefit coverage expansion.
  - d. Target Level –
    - i. The target level for the internal Dental Plan Fund shall range between 15-25% of gross annual premiums; with a recommendation to maintain at least 20%. The Vice President, Operations & Finance shall seek the advice of the plan administrator and broker in determining the appropriate annual targets for the Fund.
8. Legal Protection Service Administered Fund
- a. Purpose –  
The Legal Protection Service Administered Fund (“Legal Fund”) is an externally restricted fund that exists to support the prepaid retainer agreement for legal services (“Legal Protection Service”), providing affordable access to legal advisement, aid, and representation for students.
    - i. The Legal Protection Service is a prepaid service, meaning that the Federation is responsible for the associated cost of the service per member, per policy year.
  - b. Sources of Revenues –  
The principal of the fund is accumulated through:
    - i. The dedicated Legal Protection Service Fee, an administered fee of the Federation.
    - ii. Any interest earned on the funds in the Legal Fund shall remain in the fund.
  - c. Allowed Expenditure and Withdrawals –
    - i. The established and primary purpose of the fund is to protect against volatility in claims activity and, therefore, premium unpredictability. The fund ensures a sustainable Legal program for Waterloo students.
  - d. Target Level –
    - i. The target level for the internal Legal Fund shall be at minimum ten percent (10%) of gross annual cost. The Vice President, Operations & Finance shall seek the advice of the plan administrator and broker in determining the appropriate annual targets for the Fund.
9. First Year Orientation Administered Fund
- a. Purpose –  
The First Year Orientation Administered Fund (“Orientation Fund”) is an internally

restricted Fund that represents funds collected for finance First Year Orientation at Waterloo.

b. Sources of Revenues –

The principal of the fund is accumulated through:

- i. The dedicated First Year Orientation Fee, an administered fee of the Federation.
- ii. Any interest earned on the funds in the Orientation Fund shall remain in the Fund.

c. Allowed Expenditure and Withdrawals –

The use of the Fund shall be approved as part of the Orientation Budget, as approved by the Vice President, Operations & Finance.

d. Target Level –

The target level for the Orientation Fund shall be \$800,000:

- i. Estimated costs of operating Orientation for one (1) year, including liabilities for staff salaries and benefits.
- ii. Strategic reserve for shortfalls (deficits) incurred by the various constituency Orientation teams in operating specific college, campus, school, or faculty orientation programming.

### C. Internal Borrowing

1. The Board may finance approved operations or projects through internal loans from reserves and reserve funds, provided such financing complies with this procedure, Procedure 10, *Savings and Investments*, and Policy 67, *Reserves and Reserve Funds*.
2. The following general rules apply to all internal borrowing:
  - a. Borrowing must be financed using funds with consideration given to affordability and risk, so as to minimize costs caused by borrowing and the risks imposed on the funds;
  - b. Any proposal for an internal loan shall reference a business or action plan, strategic objective or purpose, or demonstrate eminent need;
  - c. Any internal loan must be approved by a two-thirds (2/3) majority of the Board of Directors at the recommendation of:
    - i. The Vice President, Operations & Finance or General Manager, in the case of short- and mid-term loans; or
    - ii. The Budget & Appropriations Committee, in the case of longer-term loans;
  - d. Internal loans must have an interest rate recommended by the Vice President, Operations & Finance that is determined based on foregone investment revenues or other returns, risk associated with the loan, and external market lending rates. Notwithstanding the foregoing, the Board need not establish a rate that completely recoups the foregone revenues/returns or completely compensates for anticipated risk.
  - e. Directors shall be mindful that, in their fiduciary capacity, they act additionally as trustees for externally restricted funds (particularly those related to student insurance plans).
3. Any internal payments, including principle and interest, from projects that involve internal borrowing from a particular Fund shall be remitted to that Fund.

4. The Board shall not approve loans that exceed eighty percent (80%) of the available balance in any source Fund. The Vice President, Operations & Finance and General Manager shall advise the Board on any internal loans with consideration for the maximum amount for any given loan taking into consideration, among other things, the cost and value of a project and other anticipated future calls on the source Fund.
5. The Board shall not normally approve loans for which the repayment period exceeds the lesser of fifteen (15) years or the anticipated useful lifetime of the asset, if applicable.
6. All internally financed loans shall have repayment structured on an amortizing loan basis to provide level annual debt service payments at the time that the loan is issued. Payment frequency shall be monthly starting at a date determined by the Office of the Vice President, Operations & Finance. Repayment in advance of the maturity date will be permitted without penalty. Any forgiveness of interest or principle or the suspension of payments must be approved by a two-thirds (2/3) vote of the Board, and come at the recommendation of the Budget & Appropriations Committee.
7. A schedule of all existing, planned, or pending internal loans shall be included with the annual budget.
8. Any exceptions to this procedure must be reviewed by the Budget & Appropriations Committee and then approved by the Board of Directors at the next regular or duly called meeting.

## COMMITTEES OF BOARD

### A) Overview and General Information

#### a. Duties and Powers

- i. The committees outlined herein are the standing committees of the Board, and shall:
  1. Carry out the duties as listed in their terms of reference and in accordance with any other instructions of the Board;
  2. Provide an oral report on the activities of the committee to the Board at each regular meeting, which will be presented by the chair or a designate thereof;
  3. Provide a written report on the activities of the committee to the Board at least termly, which will be presented by the chair or a designate thereof;
  4. Appoint, unless otherwise listed in this procedure, a chair and vice chair for the committee.
- ii. This procedure excludes some joint committees listed in the procedures of Council or otherwise defined in accordance with the terms of reference thereof.

#### b. Committee Membership

- i. Committees shall normally be limited to the membership as described in each committee's terms of reference.
- ii. Where a committee's terms of reference do not specify otherwise, the term of office of a committee member is until the end of the governing year of their appointment.
- iii. Unless otherwise specified by its terms of membership, quorum for a committee is one half of voting members.

#### c. Removal of Committee Members

- i. A committee member shall be considered absent from a meeting if they either do not attend or are more than 15 minutes late. The Chair may excuse an absence at their discretion if they were informed 24 hours prior to the committee meeting, or if extenuating circumstances apply.
- ii. If a member has two (2) unexcused absences or four (4) total absences to a committee, the chair must notify the member that they are at risk of removal. If, after being warned, they incur an additional excused or unexcused absence, then the chair may remove them from the committee, effective immediately.
- iii. When the chair removes a member from the committee, they shall inform the Secretary of the Corporation, who shall report the matter to the Board of Directors. The Board may consider a motion to reinstate the removed member at its next meeting.
- iv. If a committee's membership status impedes the committee's ability to fulfill its mandate, the committee chair can request that the Chair of the Board call a special meeting of Board to elect new members onto the committee. The Chair shall honour such a request if it is feasible and if the matter cannot wait until the next regular meeting.
- v. If a committee's chair fails to hold regular meetings, follow procedure, or is otherwise unable or unwilling to perform their duties, the vice chair shall hold meetings and, if determined by the committee, shall assume the role for the remainder of the governing year. If both the chair and vice chair are unable or unwilling to execute their duties, the committee may appoint a chair pro tempore

to fill the role and report the matter to the Chair of the Board. vi. Nothing in this section limits Board's authority to appoint or remove members from committees or to delegate that authority. vii. If the committee's chair or vice chair are removed from the committee, they shall be considered 'unable to perform their duties'.

## **Standing Committees of the Board of Directors:**

### **B) Audit and Risk Management Committee**

#### **a. Responsibilities**

- i. With respect to external auditors, the issuance of the annual audited financial statements, and any internal auditors, to:
  1. Review the external audit plan annually regarding the scope of the audit, and the costs
  2. Assess, independent of the external auditor the overall approach and the related fees
  3. Recommend annually to the Board on the (re-)appointment of external auditors and on the fees to be paid
  4. Approve what services, exceeding \$10,000 that the external auditors provide in addition to the audit of the financial statements, where appropriations have been approved through the budget process
  5. Recommend the financial statements to the Board of Directors for approval
  6. Approve annually any internal audit plans that may arise, and report accordingly to the Board of Directors
  7. Approve the appointment of internal auditors, as may, from time to time, be required
  8. Ensure that auditors and financial officers have direct access to the committee regarding any concerns about matters they feel have not been satisfactorily handled by others, and that there are no unresolved issues between management and the auditors that could affect the audited financial statements
  9. Meet directly with the auditors (both external and internal) in the presence or absence of management, as the Committee may determine appropriate, at every meeting at which the auditors are to be in attendance
  10. Review contentious issues, including actual or anticipated litigation, with material financial impact
  11. Assess the risk of fraud and ensure appropriate oversight process, including controls and appropriate segregation of duties to assist in the prevention and detection of fraud
  12. Review reports to management from the auditors and ensure that management has taken appropriate corrective action
  13. Report to the Board of Directors as appropriate on the activities of the auditors and the adequacy of their activities
  14. Retain or appoint, at the corporation's expense, such experts and advisors as it deems necessary to carry out its duties, provided that the committee shall advise the Budget & Appropriations Committee of such actions
- ii. To monitor the effectiveness of internal controls and management information systems, including:
  1. That appropriate policies, standard operating procedures, and directives are in place for internal accounting, financial control, information technology and management information

2. That appropriate processes are in place to address and comply with applicable statutory, regulatory requirements, as appropriate reporting to the Board on these matters
- iii. To monitor, in accordance with Board Procedures, the effectiveness of risk management activities, including:
  1. Monitoring the effectiveness of the risk management environment, generally
  2. Receiving and considering reports on significant risks or exposures to the organization and reviewing the management of such cases by the Executive Committee.
  3. Reviewing the consolidated report of the General Manager regarding each department of the Federation's assessment of and mitigation strategies for risks on an annual basis or when otherwise necessary.
  4. Discussing with administration, risk managers, internal controllers, and the external auditors the major risk exposures (whether financial, operational, or otherwise), the adequacy and effectiveness of accounting and financial systems, and the steps administration has taken to monitor and control such exposures.
  5. Approving any new instruments used to measure risk based off the recommendation of the Vice President, Operations & Finance. This will occur yearly in the last fiscal quarter. Additionally, the Committee shall be responsible for accepting risks and providing an update to Board of Directors.
  6. Reviewing the status of risk management initiatives and emerging issues that have the potential to impact the organization's risk profile.
  7. Reporting to the Board on risk management, as applicable.
- iv. Ensuring that committee members receive appropriate orientation regarding the work of the committee, and that training to enhance financial literacy and best practices in risk management is made available to committee members as required.
- v. To assess the adequacy of the Committee's terms of reference and to propose any needed amendments to the Board of Directors.

**b. Membership**

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

**c. Meetings**

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

**C) Personnel Committee**

**a. Responsibilities**

- i. Oversight of all employment and staff management matters on behalf of the Board of Directors

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

**b. Membership**

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

**c. Meetings and Conduct of Business**

- i. The Personnel Committee shall meet at least once termly;
- ii. The nature and general purpose of discussions shall be recorded for internal use by the Committee, along with exact text of any formal decisions, in the official record;
- iii. Normally, decisions shall be made by unanimous consent of the voting members.

**D) Strategic Long Range Planning Committee**

**a. Overview**

- i. The Strategic Long Range Planning Committee is a joint committee with Students' Council intended to support the president in fulfilling their strategic duties and drive the development and implementation of the organization's Long Range Plan.
  - 1. Every five (5) years, the Committee is required to develop, with appropriate consultation, a cohesive Long Range Plan, for adoption of Board at the recommendation of Students' Council.
- ii. The membership of the committee shall be comprised of
  - 1. The President, who shall serve as the chair;
  - 2. Two (2) non-Executive Directors, selected by the Board of Directors;
  - 3. The General Manager;
  - 4. Two (2) student Councillors, voted in by Students' Council
  - 5. One (1) student at-large, voted in by Students' Council at the recommendation of the President;
  - 6. External Facilitator(s), selected by the committee, who shall collectively exercise one (1) vote (only during the development of a Long Range Plan);
  - 7. The Corporate Secretary, as a non-voting resource member

8. The Stakeholder Relations Officer (SRO), as a non-voting resource member;
9. The Director of Marketing, Communications, and Outreach as a non-voting resource member; and
10. Other non-voting, resource members where approved by a majority of the committee

**b. Meetings and Conduct of Business**

- i. The Committee shall require a quorum of four (4) voting members for the conduct of business.
- ii. The President shall call the committee to order within the first four (4) weeks of the governing year and shall thereafter meet the committee at least once per month.

**c. Duties and Powers**

- i. The Committee is generally responsible for supporting the President in the setting and achievement of strategic objectives
- ii. Without limiting the generality of the foregoing, the Committee is expressly responsible for:
  1. Advising on the strategic and long range matters of the organizations, particularly to the President, Executive Committee, and the Budget & Appropriations Committee;
  2. Reviewing and providing feedback, within the context of the Long Range Plan and Charter, on strategic planning documents before their approval by the Board of Directors
  3. Reviewing and approving, within the context of the Long Range Plan and Charter, the Executive Action Plan, on behalf of the Board of Directors;
  4. Reviewing for information the Departmental Plans that have been approved by the President, on the advice of the VP Operations & Finance and General Manager;
  5. Assisting, as needed, the President and General Manager with the development of strategic planning material, including annual and communications plans;
  6. Developing the Long Range Plan within the context of the Charter and Policies of the Corporation; and
  7. Developing implementation plans for the Long Range Plan and causing for them to be carried out.

**E) Planning, Student Spaces, and Works Committee**

**a. Responsibilities**

- i. To oversee and assist with the management of the Student Life Centre (SLC), other student buildings, commons, and spaces;
- ii. Provide recommendations to the Board of Directors and the Vice President, Operations & Finance, on the management of student spaces;
- iii. To develop and not less than annually perform a review of a five (5) year capital improvement plan (CIP) for those student commons, spaces, and buildings which are owned, operated, or managed by students, for recommendation to the Board of Directors;
- iv. To oversee student space planning and development activity in the context of the CIP and prudent environmental sustainability projects;
- v. To make recommendations to the Board of Directors on campus planning and development of initiatives, with due consideration to the impact on multi-campus sites, including without limitation the acquisition or disposal of land or buildings, the use of land, buildings, and facilities, and the review of all agreements to

- which the association is a party having impact on the acquisition, use, development, operations, or management of real property, leaseholds, or similar;
- vi. To approve, on behalf of the Board of Directors, all capital, renovation, or construction projects budgeted for in the approved budget or from discretionary budget allowances up to a maximum of \$500,000; and to make recommendations to the Board of Directors regarding such projects exceeding \$500,000, including (without limitation) the appointment of architects and design consultants, the business plan and specific project budget, the design, and the award of construction contracts, where appropriate.
  - vii. To approve guidelines, internal protocols for cost estimating, competitive tendering of bids, awarding of contracts, contract administration, cost control and payments, subject to procedure;
  - viii. To ensure that student spaces comply with all building codes, fire codes, safety regulations, University Policies and Procedures, and other applicable statutory and regulatory provisions, and to review compliance as needed;
    - 1. To strive to improve accessibility and bring student spaces towards and exceed compliance with *Accessibility for Ontarians with Disabilities Act (AODA)* and *Ontario Building Code (OBC)* standards;
  - ix. To ensure that appropriate capital maintenance and renewal programs are in place for student spaces;
  - x. To review semi-annually the status of capital projects, including status of accumulated debt and compliance with procedures on the authorization of capital expenses and other policies and procedures;
  - xi. To act as a resource for project management within student spaces and offer advisement to the Office of the Vice President, Operations & Finance, and constituency Societies as appropriate;
  - xii. To ensure that the interest of students is considered in all decisions relating to student buildings, commons and other spaces; and
  - xiii. To report annually to the Board of Directors on all matters related to space planning issues, student works, and capital projects operated by the Corporation.

**b. Membership**

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

**c. Meetings**

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

**F) Health Plan Oversight Committee**

**a. Purpose**

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

**b. Responsibilities**

- i. Maintain the financial sustainability of the Plan;
- ii. Ensure the Plan provides the best value to students;
- iii. Grant or deny, or delegate authority for the same, the coverage of special claims submitted by student members based on the following criteria:
  1. The validity of the medical case presented by the student and their physician,
  2. The financial impact on the Plan, and
  3. The improvement of the student’s well-being and academic success;
- iv. To receive reports from and seek expert clinical advice from resource members in the management of the Plan;
- v. Determine Plan coverage, service levels, and make decisions regarding addition, suspension, removal, and review of Plan offerings;
- vi. Review and make recommendations to the Vice President, Operations & Finance, President, and Board of Directors regarding plan vendor contracts; and
- vii. To review and determine appropriate resolution of any matters or questions regarding the plan.

**c. Membership**

- i. The voting membership of the committee shall be the following parties:
  1. Vice President, Operations & Finance (WUSA), who shall serve as co-chair,
  2. President (GSA), who shall serve as co-chair,
  3. President (WUSA),
  4. Vice President (GSA)
  5. General Manager (WUSA),
  6. Executive Manager (GSA);
- ii. The non-voting, resource membership of the committee shall be the following parties:
  1. UWaterloo Health Services Representative,
  2. UWaterloo Counselling Services Representative,
  3. Plan Administrator or Vendor Representative,
  4. All other the parties as the Committee may, from time to time, determine;
- iii. An Executive Sub-Committee consisting of the Committee co-chairs (or designates) shall exist to represent the Committee, negotiate on the Committee’s behalf, and make recommendations to the Committee as it deems appropriate.

**d. Meetings**

- i. The Committee shall meet at least once per term;
- ii. Quorum of the Committee shall be at minimum a simple majority of voting members; and
- iii. Other meetings shall be held as required by the decision of the co-chairs.

**G) Executive Committee**

**a. Overview**

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

1. The President;
  2. Vice President, Education;
  3. Vice President, Operations & Finance; and
  4. Vice President, Student Life.
- ii. The General Manager shall serve as a non-voting resource member on the Executive Committee.
  - iii. The President shall be the Chair of the Executive Committee and the Vice President Education shall be the Vice Chair.
  - iv. The Vice President, Operations and Finance shall be responsible for minute taking.
  - v. The Executive Committee shall operate under Board Procedure 3: Code of Conduct.
  - vi. This section may not be suspended.

**b. Meetings and Conduct of Business**

- i. The Executive Committee shall normally come to decisions by a unanimous consensus, but in cases of conflict, a 3/4 majority vote of the committee is required to decide.
- ii. In the case of conflict, any member of the Executive Committee may appeal a decision to the Board of Directors, which shall rule on the decision.
- iii. The Executive Committee shall normally have at least two meetings per week.
  1. A meeting of the Executive Committee may be called by any Executive with twenty-four (24) hours notice, or by unanimous consent.
- iv. The President shall present, in confidential session, the minutes taken at all meetings with an agenda to the Board of Directors on a regular basis.
- v. The Chair of the Executive Committee may, from time to time, choose to invite guests to the meetings of the Executive Committee. Such guests depart at the request of the Chair.
- vi. If any matter was not circulated twenty-four (24) hours in advance of the meeting, any member may request a decision be delayed until the next meeting, unless the committee determines it is of imminent importance.
- vii. The order of business for meetings shall always be conducted in confidential session
- viii. Any member of the Executive Committee, the General Manager, or the General Manager's direct reports may submit an item to the Chair of the Committee for consideration at the next meeting.

**c. Duties and Powers**

- i. The Executive Committee holds collective responsibility for the effective execution of Executive powers
- ii. Certain powers of the Board or Council are devolved to the Executive Committee for expediency and expeditiousness in the conduct of business
- iii. The Executive Committee shall act pragmatically and practically, balancing the needs of organization and service to students
- iv. Without limiting the generality of the foregoing, the Executive Committee has authority to:
  1. Draft and propose for approval Policies and Procedures to Students' Council or Board;
  2. Draft strategic proposals, plans, and procedures for consideration by the Board of Directors;

3. Advise the President and any governing body or committee in the completion of their duties;
  4. Determine the prioritization of annual goals and objectives, as stated in the Annual Plan or the Corporation's Long Range Plan;
  5. Assess organizational priorities not outlined in the Annual Plan or the Corporation's Long Range Plan;
  6. Review grievances with any disciplinary actions performed by the Vice President, Student Life with respect to the Clubs or Student-Run Services if such grievances pose legal risk, in accordance with the Risk Management Procedure; and
  7. Assessing risk and authorizing activities on any matter deemed high risk by the Audit and Risk Management Committee;
  8. Offer managerial advice to the Personnel Committee and General Manager regarding staff matters, provided such discussion is consistent with UW Human Resources Policy;
  9. Determine advocacy stances in relation to current events where no instruction is given by policy;
  10. Advise the President and the Chair on interpretation of policy and procedure as it pertains to day-to-day operations where ambiguity exists, where appropriate.
- v. Notwithstanding the above, under extraordinary circumstances (such as a crisis or emergency), the Executive Committee is empowered take decisive action on behalf of the organization, under the following conditions:
1. The Executive Committee provide updates and justification on their direction and actions to either Students' Council or Board;
  2. Amendments to Policy or Procedure during the emergency shall no longer be in effect, unless ratified by Students' Council or Board, as relevant; and
  3. The Executive Committee may not amend, abrogate, or infringe on the authority of the Bylaws or the Charter.

## H) Publications Committee

### a. Overview

- i. According to Corporate Policy 71: *Editorial Independent and Codes of Ethics for Student Publications*, as adopted by the Students' Council, requiring the establishment of a quasi-independent administrative and oversight committee, the Publications Committee shall be regulated in accordance with the Corporation's operating procedure, as well as the terms of acquisition of the former Imprint Publications, Inc.

## PUBLICATIONS COMMITTEE

### A) Overview and General Information

#### a. Purpose

- i. This procedure shall be the Terms of Reference for the Publications Committee, which shall be a standing administrative committee under the auspices of the Corporation's Board of Directors ("**Board of Directors**"), as required by Corporate Policy 71: *Editorial Independence and Codes of Ethics for Student Publications* (the "Policy").
- ii. Subject to the provisions below, the Publications Committee serves as an autonomous management committee for the Corporation's Student Publications, providing general oversight in accordance with the duties and responsibilities set out below, under the ultimate authority of the Board of Directors.
- iii. Generally, the function of the Publications Committee shall be:
  1. To publish all authorized Student Publications, subject to governing documents and policies;
  2. To promote the facilitation of communication among the members of the university community; and
  3. To serve as a repository of knowledge in the fields of publishing and communications and to coordinate activities in those areas.

#### b. Background

- i. The Corporation is the owner of various Student Publications and the campus newspaper, as assumed by or hereafter constituted by the Publications Committee, in accordance with Policies of the Corporation and subject to the ultimate jurisdiction of the Board of Directors. The Board of Directors has a fiduciary responsibility to supervise the management of all the affairs of the Corporation, including Student Publications. The Board of Directors' composition includes some selected student representatives, who may be the subject of published news and editorial coverage, making it challenging for the Board of Directors to provide direct and wholly independent governance for all aspects of publication.
- ii. In order to minimize this potential conflict of interest posed by the above challenge, the Publications Committee shall be constituted in accordance with Policy to act as fiduciaries for the various Student Publications and offer objective recommendations to the Board of Directors or make decisions in accordance with the authority provided under this procedure, as the case may be, pertaining to: strategy, operating procedures and guidelines, and finance. The Publications Committee shall be composed of undergraduate students and non-undergraduate student community members who will provide valuable skills, historical context, and perspective to the Publications Committee.

## B) Publications Committee

### a. Duties and Responsibilities

- i. To carry out its purpose and functions as outlined in this procedure, the Policy, and in accordance with the terms of relevant agreements affecting Student Publications.
- ii. The Publications Committee shall provide regular reports to the Board of Directors regarding Student Publications, including, the operational updates and progress on key performance indicators as may be set from time to time by the Publications Committee or requested by the Board of Directors. The Publications Committee shall make recommendations regarding policy, strategy, and any other matter of business matters to the Board of Directors as it deems necessary for the effective execution of its duties.
  1. Exempting a suppression order for Improper Content, as defined by policy, the Publications Committee shall not be involved in the day-to-day management and editorial decisions of the Student Publications
- iii. The Publications Committee shall be responsible for review and recommendation of the annual budget to the Budget and Appropriation Committee, as stated in Procedure 6: *Budget*. This includes the budget packages for chartered student publications (including advertising, publishing, and editorial), insofar as the budgets pertain to the expenditure of student publication fees assessed to undergraduates and other revenues raised by the student publications, subject to the following provisions:
  1. The Publications Committee shall not normally be responsible for approval of budgets related to the constituency Student Publications, which will continue to be set by those constituencies in accordance with the rules thereof.
- iv. The Publications Committee shall be expressly further empowered to:
  1. Review the finances of Student Publications, including the budgets, internal audits, and external audits thereof;
  2. Consider and approve contracts and agreements relevant to the activities of the Publications Committee that are within the course of regular business, or otherwise recommend the same to the Board of Directors, subject to the following provisions:
    - a. All contracts or agreements must be executed in accordance with Board Procedure and referred to the Board for signing and execution. Approval shall not be unreasonably withheld.
    - b. The Corporation may direct, or the Publications Committee may request, that a contract, or other legal matter, be reviewed by the Corporation's lawyer.
    - c. Any notice under this provision shall be provided in writing and electronically to the **Corporation's** Signing Officers.
    - d. Contracts for the purpose of advertisements in student publications or general publishing requirements, where funds

have been approved through the budgeting process, are excluded from this requirement and may be approved by the Publisher and other Publications Committee approved Signing Officers.

3. Advise the President and Board of Directors on relevant insurance coverage that may, from time to time, be deemed advisable;
  4. Regulate the chartering, administration, discipline, and disbandment of student publications in accordance with the Policy;
  5. Adjudicate editorial complaints that have not been resolved by the Publisher, in accordance with applicable procedures as set by the Publications Committee;
  6. Regulate the appeal mechanisms for, and determine a decision on final appeal of, any alleged breaches whether claimed by a Student Publication or the Publisher of the Policy, a Student Publication's Charter, operating procedures, or other matters of germane to student publications and their relation to the Corporation including, without limiting the generality of the foregoing, the case of Improper Content;
  7. Review and approve, in collaboration with all relevant stakeholders, any strategic plans to stand as a reference document for Student Publications and, for Student Publications directly overseen by the Publications Committee, to support the identification of priorities during the annual budget process:
    - a. The Publications Committee shall ensure each publication maintains a strategic plan and the appointed Publisher, supported by relevant management and staff, shall be responsible for coordinating its implementation, and
    - b. The Publications Committee will ensure that all publication strategic plans are well aligned with the Long-Range Plan of the Corporation and are capable of being supported by available resources;
  8. The Publications Committee shall be responsible for the interpretation of the charters and other governing documents of Student Publications, with a deference to historical precedent and editorial independence;
  9. Support the coordination of activities or administration of projects that involve or span a number of Student Publications; and
  10. Establish such committees, operating procedures, and guidelines as it deems necessary for the effective execution of its duties.
- v. The Publications Committee shall respect standard amendment mechanisms for the governing documents of the various student publications, however may, notwithstanding the foregoing, amend Student Publications' approved constitutions and operating procedures, including but not limited to those related to editorial rules and handling of complaints, when acting in on the recommendation of the Publisher and Executive Editors/Editorial Committees of each Student Publication.

- vi. To seek and maintain membership in relevant industry groups and professional associations related to publication and editing (eg. Ontario Community Newspaper Association, Canadian University Press, or Canadian Association of Journalists).
- vii. Make recommendations pertaining to discipline, termination, or human resources generally to the Personnel Committee.
- viii. The Publications Committee will ensure records and archives of all Student Publications are maintained for posterity, and shall to the fullest reasonable extent possible seek student opinion concerning the various Student Publications for the purposes of constructive feedback.

### C) Membership

- a. The Publications Committee shall be composed of:
  - i. Three (3) University of Waterloo students-at-large, voting, for a term of one (1) year, and with an automatic renewal for one (1) additional year if eligible and willing.
  - ii. One (1) individual who is not a University of Waterloo undergraduate student but is a community member including, but not limited to, Faculty, voting, for a term of two (2) years, renewable once up to a maximum of four (4) years;
  - iii. One non-Executive voting member of the Board of Directors, normally the Chairperson of the Board of Directors, voting, ex-officio;
  - iv. Publisher, voting, ex-officio;
  - v. Vice President, Operations & Finance, serving as chairperson, voting only in the case of a tie;
  - vi. Director, Operations & Development, voting; and
  - vii. Those other non-voting resource members who the Publications Committee may, from time to time, see fit to appoint.
- b. Community members and at-large students should normally have some relevant publications, editorial, writing, media relations, or communications experience.
- c. **Ineligibility of Publication Staff and Volunteers.** Staff of any Student Publication and other Corporation employees or volunteers with category 1-5 and 7 classification in the Corporation, as defined in Council Procedure 24: *Volunteer Appreciation, Skill Development, and Team Building*, are ineligible to serve as voting members of the Publications Committee.
- d. **Removal of Members.** Any member, with the exception of the chairperson, Publisher, and members *ex officio*, may be removed from the Publications Committee by the passage of two-thirds of the voting members of a motion to that effect. The Publisher may only be removed by the Board of Directors, in the case of termination or suspension, where recommended by the Publications Committee.

#### **D) Inaugural Nomination of the Publications Committee**

- a.** Generally, the Publications Committee shall be responsible for administering and ratifying its own selection of members, in accordance with this procedure, however voting members for the inaugural Publications Committee shall be ratified by the Board of Directors upon the recommendation of a Nominating Committee of the Publications Committee (“Nominating Committee”). The Nominating Committee shall be responsible for recruiting members, establishing selection criteria, and conducting a hiring process.
  - i.** The inaugural Nominating Committee shall be composed of:
    - 1.** Two (2) non-Executive voting member of the Board of Directors, one of whom is normally the Chairperson of the Board of Directors;
    - 2.** The Publisher of the Student Publication/Newspaper;
    - 3.** One (1) additional Student Publication/Newspaper staff member who is elected by the Editorial Committee of each constituted student publication.
    - 4.** One (1) additional at-large member who is elected by the Editorial Committee of each constituted student publication.
- b.** Notwithstanding the term limits for members of the Publications Committee defined in Section C, to establish continuity in membership, the inaugural Publications Committee shall nominate candidates for Fiscal Year 2022, who shall be appointed by the Board of Directors and effective 1 May 2021 shall serve as the newly constituted Publications Committee.

#### **E) Meetings**

- a.** The Chair, in collaboration with the Publisher, shall prepare an agenda and supporting documentation. Agendas and supporting materials shall be distributed to Publications Committee members no later than four (4) business days before the meeting.
- b.** The Chair shall determine, at least five (5) business days in advance, a date, time, and location for regular meetings. The Publications Committee shall meet at least once per term, but may meet more frequently if justified by the workload.
- c.** Special meetings of the Publications Committee may be called by the Chair, Publisher, or the Board of Directors.
- d.** The Chair, in collaboration with the Publisher, shall submit a report to the Chair of the Board of Directors and Corporate Secretary for inclusion on the agenda for the next regular meeting of the Board of Directors.
- e.** The Chair, in collaboration with the Publisher, shall provide an annual budget presentation to the Budget & Appropriations Committee on the financial status of all Student Publications constituted by the Publications Committee or as otherwise constituted prior to the establishment of the Publications Committee.
- f.** The Publications Committee shall strive to make decisions by consensus; if consensus cannot be achieved, decisions shall be made by majority vote in accordance with parliamentary authority.

- g.** Normally, the Chair shall invite the Executive Editor, or otherwise a representative of the Editorial Committee, of each Student Publication to attend the public session of regular meetings of the Publications Committee. Such parties will generally be invited to discussions of items of business that arise, which are relevant to their Student Publication.

**F) Application to Constituency Student Publications**

- a.** It shall be understood that, while the Publications Committee maintains oversight of all Student Publications in accordance with the Policy, those Student Publications that are constituted by, operated by, or affiliated with a specific constituency or constituency society, shall be entitled to operational autonomy or continuation of such affiliation.
- b.** The Publications Committee shall not unreasonably interfere with constituency Student Publication affairs, and shall respect operating agreements, memoranda of understanding, and charters/constitutions heretofore established.
- c.** Matters of concern arising in a constituency in the handling of affairs related to its Student Publications may be appealed to the Publications Committee by either of the Student Publication in question or the Students' Council on behalf of a constituency society.