



**WATERLOO UNDERGRADUATE STUDENT ASSOCIATION  
BOARD POLICY MANUAL**

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## 1. DEFINITIONS

1. **Annual Budget** means the set of financial estimates and projections for operating and capital needs during each fiscal year as approved by the Board.
2. **Annual Plan** means the annual set of corporate goals and the business plan for their realization each fiscal year.
3. **Annual General Election** means the annual election event in which the President, Vice-President, other Directors, and other positions as needed are elected by the membership.
4. **Annual Governance Calendar** means the annual schedule of routine governance matters.
5. **Annual Public Report** means the corporate report issued to the membership and public identifying corporate achievements, activities, and accountabilities.
6. **Bi-monthly** means occurring once every second month.
7. **Board** means the governing board of directors of the corporation.
8. **Board Ad-hoc Committee(s)** means a temporary committee established by the Board to assist the Board in analyzing a specific issue or set of issues and identifying a course of action.
9. **Board Standing Committee(s)** means a permanent committee established by the Board to assist the Board in a continuing manner in an area relevant to the performance of its responsibilities.
10. **Budget/Actual Variance Report** means a termly report of corporate expenditure against the stated expectations of the annual budget during each fiscal year.
11. **By-Election** means an election occurring outside the annual general election period.
12. **Bylaws** means the corporate bylaws as amended, which govern the corporation in accordance with the *Ontario Not-for-Profit Corporations Act*.
13. **Chief Returning Officer** means the person designated to act as the chief administrator of the corporation's elections and referenda.
14. **Consumer(s)** means the person(s) or population whom the corporation's services, operations, programs, activities, and advocacy efforts are intended to benefit.
15. **Corporate Performance Report** means a termly report on results achievement against the stated expectations identified in the long-range and annual plans.

- 16. Corporate Secretary** means the Executive Director or designate responsible for the custody and maintenance of all governance records.
- 17. Corporation** means the Federation of Students, University of Waterloo operating as the Waterloo Undergraduate Student Association.
- 18. CPI** means the consumer price index, year over year, calculated by Statistics Canada.
- 19. Director(s)** means an individual(s) elected to the Board by the membership.
- 20. Executive Director** means the chief executive officer for the corporation, hired and supervised by the Board.
- 21. Executive Director Annual Evaluation** means the annual performance evaluation of the Executive Director by the Board against the stated expectations of their job description.
- 22. Ex-Officio** means by virtue of holding a particular office.
- 23. External Advocacy Alliance** means any corporation wherein multiple other corporations affiliate to enhance influence on matters of mutual interest, particularly with respect to representation to the various levels of government.
- 24. External Committee(s)** means boards and/or committees that are not the Board or internal committees but to which the corporation is invited to designate Board-appointees.
- 25. Fiscal Year** means the dates from May 1<sup>st</sup> to April 30<sup>th</sup> each year and regulates the financial management of the corporation.
- 26. General Meeting** means an annual or special meeting of the membership in their ownership capacity.
- 27. Governing Year** means the dates from May 1<sup>st</sup> to April 30<sup>th</sup> each year and regulates routine governance matters of the corporation.
- 28. Internal Committee(s)** means the standing and ad-hoc committees established solely under the authority the Board.
- 29. Long-Range Plan** means the five-year plan that identifies strategic objectives, environmental trends and factors affecting their achievement, and strategic plans for their realization over the period.
- 30. Member** means a member as defined in the corporate bylaws.

- 31. Member(s) At-Large** means a member who is not a Director but who has been appointed by the Board to an internal or external committee.
- 32. Membership** means all members as defined in the corporate bylaws.
- 33. Owner** means an individual member in their capacity as part of the ownership of the corporation.
- 34. Ownership** means the group on whose behalf the Board governs, which, in the case of the corporation, is the membership.
- 35. Ownership Consultation** means the activities that create an informed and authentic connection between the Board and ownership, which enables the Board to act as an effective conduit between the ownership and staff.
- 36. President** means the individual elected by the membership to serve as chair of the Board and chief governance officer for the corporation.
- 37. Staff** means the corporation as it exists below the Board, excluding the President and Vice-President, and includes employees, volunteers, contractors, consultants, and other agents, etc.,
- 38. Stakeholder(s)** means a person(s) or entity(ies) with an interest or concern in the corporation.
- 39. Sub-entities** means sub-entities of the corporation including member-created societies, clubs, and other subsidiaries for which the corporation performs a facilitative, support, registrarial, and oversight role.
- 40. Unbonded** means without protection from losses sustained due to unscrupulous or irresponsible behaviour.
- 41. University** means the University of Waterloo in Ontario, Canada.
- 42. University Administration** means the senior management of the University of Waterloo.
- 43. University Governing Bodies** means the Board of Governors and Academic Senate of the University of Waterloo and committee(s) thereof.
- 44. Vice-President** means the individual elected by the membership to serve as vice-chair of the Board and deputy chief governance officer for the corporation.

## 2. BOARD ROLE DESCRIPTION

1. To ensure the successful performance of its governance role on behalf of the ownership, the Board will rigorously define the expected responsibilities of itself, the President, the Vice-President, and its individual Directors.
2. The collective role of the Board shall be as follows:
  - 2.1. to continually improve the mutual understanding and alignment between the Board and the ownership through regular ownership consultation activities;
  - 2.2. to ensure that the collective will of the ownership, as identified through ownership consultation activities, is enshrined in corporate policies, strategies, plans, budgets, procedures, and advocacy positions;
  - 2.3. to monitor and evaluate the performance of staff in realizing the ownership's collective will through services, operations, programs, activities, and advocacy efforts;
  - 2.4. to collectively advocate, on behalf of the ownership and with the support of staff, to those authorities materially affecting the successful realization of the corporation's goals;
  - 2.5. to safeguard the integrity, reputation, monies, real estate, and all other tangible and intangible assets of the corporation;
  - 2.6. to perform the role of the Board as defined in applicable legislation and regulations and the corporate bylaws; and,
  - 2.7. to perform such other ancillary responsibilities as their collective position may from time to time require.

Board retains the right to make the final decision on operational matters, if Board deems it necessary with a 2/3<sup>rd</sup> majority vote. The decision to override operational decisions should not be made in excess, to preserve the day-to-day operations of the Corporation.

3. The role of the President shall be as follows:
  - 3.1. to perform the role of an individual Director;
  - 3.2. to act as the facilitative leader and presiding officer of Board and General Meeting processes;
  - 3.3. to act as the chief governance officer and chief representative of the corporation;
  - 3.4. to act as the lead advocate of the corporation on matters related to university governance;
  - 3.5. to act as the chief media spokesperson of the corporation; and,
  - 3.6. to perform such other ancillary responsibilities as their position may from time to time require.
4. The role of the Vice-President shall be as follows:
  - 4.1. to perform the role of an individual Director;

- 4.2. to support the President in the performance of the President's role;
  - 4.3. to act as the President when the President is temporarily absent or unable to do so;
  - 4.4. to remain sufficiently knowledgeable to assume the President's role with reasonable proficiency in the event of a vacancy;
  - 4.5. to act as the lead advocate of the corporation on matters related to the federal, provincial, and municipal governments; and,
  - 4.6. to perform such other ancillary responsibilities as their position may from time to time require.
5. The role of an individual Director shall be as follows:
  - 5.1. to continually improve their understanding of the ownership's collective will and enhance the alignment of the Board to the ownership through Board deliberations;
  - 5.2. to prepare for, attend, and participate in meetings of the Board and internal or external committees to which the Director is appointed;
  - 5.3. to remain sufficiently knowledgeable of governing documents, trends, issues, and processes to do their part to ensure the full Board can successfully perform its role;
  - 5.4. to adhere to the Directors' Code of Conduct policy;
  - 5.5. to act as the facilitative leader and presiding officer of internal committee processes when appointed as a committee chair;
  - 5.6. to regularly report to the Board on their activities; and,
  - 5.7. to perform such other ancillary responsibilities as their position may from time to time require.
6. The Board may further define the responsibilities of itself, the President, the Vice-President, and its individual Directors, through more detailed role descriptions approved from time to time by the Board provided they conform to the provisions of this policy.
7. The successful performance of the Board, the President, the Vice-President, and its individual Directors, shall be judged solely against the expectations established in this policy and more detailed role descriptions derived from it.

### 3. ANNUAL GOVERNANCE CALENDAR

1. To ensure the timely and successful completion of routine governance matters, the Board will establish an annual governance calendar to guide it throughout each governing year.
2. The Board will generally adhere to the schedule of routine governance matters detailed in the following annual governance calendar:

ANNUAL GOVERNANCE CALENDAR	
<b>MAY</b>	Governing/Fiscal Year Turnover (May 1 <sup>st</sup> ) Annual Planning/Budgeting Deliberation & Approval Annual Internal/External Committee Appointments Annual Presentation Schedule Adoption
<b>JUNE</b>	Bi-Monthly Ownership Consultation Activity Bi-Monthly Board Training Activity Bi-Monthly Budget/Actual Variance Report
<b>JULY</b>	Termly Corporate Performance Report Termly Board Performance Self-Evaluation
<b>AUGUST</b>	Bi-Monthly Ownership Consultation Activity Bi-Monthly Board Training Activity Bi-Monthly Budget/Actual Variance Report
<b>SEPTEMBER</b>	External Membership Reviews (Five-Year Cycle)
<b>OCTOBER</b>	Bi-Monthly Ownership Consultation Activity Bi-Monthly Board Training Activity Bi-Monthly Budget/Actual Variance Report Annual Public Report Release



<b>NOVEMBER</b>	<ul style="list-style-type: none"> <li>Termly Corporate Performance Report</li> <li>Termly Board Performance Self-Evaluation</li> <li>Annual Audit Report</li> <li>Annual Review &amp; Approval of Election Schedule/Referendum Questions</li> </ul>
<b>DECEMBER</b>	<ul style="list-style-type: none"> <li>Annual General Election Nomination Period</li> <li>Bi-Monthly Ownership Consultation Activity</li> <li>Bi-Monthly Board Training Activity</li> <li>Bi-Monthly Budget/Actual Variance Report</li> </ul>
<b>JANUARY</b>	<ul style="list-style-type: none"> <li>Annual General Election Nomination/Campaign Period</li> <li>New Long-Range Plan Deliberation &amp; Approval (Five-Year Cycle)</li> </ul>
<b>FEBRUARY</b>	<ul style="list-style-type: none"> <li>Annual General Election Campaign/Voting/Appeals Period</li> <li>Annual Call for Member At-Large Committee Appointments</li> <li>Bi-Monthly Ownership Consultation Activity</li> <li>Bi-Monthly Board Training Activity</li> <li>Bi-Monthly Budget/Actual Variance Report</li> <li>Annual Review &amp; Approval of Fee Adjustments</li> <li>Annual Executive Director Evaluation</li> </ul>
<b>MARCH</b>	<ul style="list-style-type: none"> <li>Termly Corporate Performance Report</li> <li>Termly Board Performance Self-Evaluation</li> <li>Annual Board Transition Program</li> <li>Annual Review of Advocacy Position Statements</li> <li>Annual General Meeting/Corporate Auditor Appointment</li> </ul>
<b>APRIL</b>	<ul style="list-style-type: none"> <li>Annual Board Transition Program</li> <li>Bi-Monthly Ownership Consultation Activity</li> <li>Bi-Monthly Board Training Activity</li> <li>Bi-Monthly Budget/Actual Variance Report</li> </ul>

## 4. INTERNAL COMMITTEES

1. The Board may, at its sole discretion, establish internal committees to assist the Board in the performance of its role.
2. When established, internal committees will adhere to the following principles:
  - 2.1. Internal committees will advise and assist the Board through the preparation of recommendations and analysis of alternatives or the oversight such processes and procedures that fall within the Board's appropriate role. They will not be authorized to perform responsibilities that are properly reserved for the Board.
  - 2.2. Internal committees will not interfere with the proper delegation of operational management from the Board to staff. They will not be established to oversee matters duly delegated to the Executive Director nor authorized to direct staff except insofar as secretarial and administrative support has been assigned to them.
  - 2.3. Internal committees will be divided between permanent standing committees that assist the Board in a continuing manner in an area relevant to the performance of its responsibilities and temporary ad-hoc committees that assist the Board by analyzing and recommending a course of action for a specific issue(s).
  - 2.4. Internal committees will have general terms of reference detailing their mandate, composition, regular meeting schedules, and, when ad-hoc, their reporting and dissolution dates.
  - 2.5. The Board will establish internal committees sparingly to limit the operational resources consumed by the requirement to provide them with secretarial and administrative support.
  - 2.6. This policy applies to any group established under Board authority regardless of name or composition and does not apply to any committee, task force, working group, or advisory body, whether permanent or temporary, established under the authority of staff.
3. Unless otherwise provided in their terms of reference, each internal committee will elect a chair and vice-chair from among the Directors appointed to that committee at their first meeting of each governing year.
4. As Corporate Secretary, the Executive Director shall provide or oversee the provision of such secretarial and administrative support to internal committees is needed to successfully perform their responsibilities.

5. Staff assigned to provide secretarial and administrative support to internal committees shall be considered ex-officio, non-voting members of their respective committees.
6. The standing committees of the Board shall be:
  - 6.1. The Ownership Consultation Committee, which shall oversee ownership consultation activities on behalf of the Board and regularly report the aggregated information gathered from such activities to the Board.
  - 6.2. The Governance Committee, which shall regularly review the corporate bylaws, Board policy manual, and other Board governing documents and processes, and periodically recommend any revisions and amendments deemed prudent or expedient to the Board.
  - 6.3. The Advocacy Positions Committee, which shall regularly review issues and recommend to the Board any stances or positions to be advocated toward those authorities having a material affect on the achievement of the corporation's goals.
  - 6.4. The Elections and Referenda Committee, which shall oversee elections and referenda processes on behalf of the Board.
  - 6.5. The Audit Committee, which shall oversee internal control systems and annual and special purpose audit processes on behalf of the Board and advise the Board on the approval of financial statements.
  - 6.6. The Academic Affairs Advisory Committee, which shall provide insight on matters affecting the teaching, learning, research, assessment, tuition and course-related fees, faculty society advocacy (as it pertains to academics), university policies, textbooks and other learning materials, student financial aid, degree requirements, and course calendar.
7. The terms of reference for standing committees shall adhere to the prescribed format established in Appendix A.
8. The Board may further establish such ad-hoc committees as it shall deem expedient and the terms of reference for such committees shall adhere to the prescribed format established in Appendix A.
9. Ad-hoc committees will automatically cease to exist as of the dissolution date established in their terms of reference unless the date is extended by the Board by amendment to said terms of reference.
10. Internal committee appointments shall generally be made on an annual basis at the first meeting of a new Board after the governing year turnover.

- 11.** The incoming President shall annually make recommendations on internal committee appointments to the Board after conferring with Directors about their respective committee preferences and reviewing the applications submitted in response to the call for Members At-Large.
- 12.** The Board shall endeavour to ensure equitable, diverse, and inclusive representation when appointing Directors and Members At-Large to its internal committees.
- 13.** In appointing Members At-Large to internal committees, the Board shall generally give preference to applicants who demonstrate:
  - 13.1.** experience in student association governance;
  - 13.2.** experience in general board and committee governance;
  - 13.3.** professional expertise relevant to the mandate of the committee;
  - 13.4.** demonstrated commitment to perform committee member responsibilities;and,
  - 13.5.** demonstrated understanding of corporate governing documents.
- 14.** The composition of internal committees shall not exceed more than eleven (11) voting members.
- 15.** Unless otherwise provided by the Board, the composition for internal committees shall be five (5) Directors and four (4) Members At-Large.
- 16.** Ex-officio appointments to internal committees shall be assigned to the respective positions appointed and not specific individuals. The terms of such appointees shall coincide with their holding of their respective positions.
- 17.** If resignations or removals of Members At-Large cause vacancies on internal committees to account for more than one-third (1/3) of committee members during the course of the governing year, the corporation will issue a special call for members at-large to fill the vacancies.
- 18.** No staff shall be voting members of internal committees, except those members who from time to time provide frontline volunteer service on behalf of the corporation in areas unrelated to the mandate of the specific committees to which they are appointed.

## 5. DIRECTORS' CODE OF CONDUCT

1. The Board commits itself, the President, the Vice-President, and individual Directors to ethical, respectful, cooperative, and lawful conduct, including the proper use of any authority and appropriate decorum with respect to the positions occupied.
2. The Board expects the conduct of individual Directors to adhere to the following provisions:
  - 2.1. Directors' primary loyalty in respect of their offices is to the ownership and this loyalty supersedes any loyalties to staff, stakeholders, other corporations, or consumers.
  - 2.2. Directors are accountable to exercise the powers and perform the responsibilities of their positions honestly and in good faith. Directors shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
  - 2.3. Directors shall comply with all applicable legislation and regulations, corporate bylaws, and Board policies and procedures.
  - 2.4. Where Directors are placed in a clear conflict of interest with respect to their fiduciary duty, they shall withdraw without comment from the deliberation and shall not vote on the item in which they are conflicted. Directors are not considered conflicted with respect to matters affecting their general rights and privileges as owners, Directors, or consumers of the corporation.
  - 2.5. Directors will maintain the appropriate discretion with respect to any confidential information disclosed to them by virtue of their positions, both during and after their terms.
  - 2.6. Directors will respect the appropriate distinction between their roles and the role of staff. Directors recognize the limits on their authority with respect to these distinctions and will not use their positions to attempt to exercise individual influence over staff decisions.
  - 2.7. Directors will establish and maintain cooperative and collegial relationships with members, other Directors and Members At-Large, staff, and other stakeholders.
  - 2.8. Directors will accept the legitimacy of collective decisions made in accordance with due process at General, Board, and internal committee meetings, irrespective of any personal opposition thereto. Directors will not attempt to undermine the successful implementation of such decisions but may continue to express their individual disagreement.

- 2.9.** When officially representing the corporation on external committees or in other corporate capacities, Directors will represent official positions of the corporation to the extent that they have been established. When such duties require consideration of issues for which the corporation has not established official positions, Directors shall endeavour to take a collective position which, in their opinion, reasonably aligns with the will of the Board and ownership.
- 2.10.** When interacting with members, media, or at public events, Directors will clearly indicate when opinions are their own and not those of the Board or corporation.
- 2.11.** Directors shall be aware that they are public representatives of the corporation and shall endeavour through their conduct not to damage public faith or trust in the corporation.
- 2.12.** Directors shall commit sufficient time to adequately fulfil the obligations of their positions and shall prioritize their obligations to the corporation over other extracurricular obligations.
- 2.13.** Directors who seek paid employment with the corporation must first resign their positions.
- 3.** Any Director who, in the opinion of the Board, violates this policy is subject to discipline by the Board up to the maximum extent of the Board's authority.
- 4.** This policy, insofar as is appropriate, applies equally to Members At-Large who sit on internal and external committees.
- 5.** The Board may establish further procedures related to the enforcement of this policy, provided that such procedures adhere generally to the principles of procedural fairness.

## 6. GENERAL MEETINGS

1. General meetings will be regulated to ensure effective and efficient deliberations on all matters concerning the membership of the corporation.
2. General meetings will adhere to all requirements of applicable legislation, regulations, and the corporate bylaws and this and other Board policies and procedures.
3. The annual general meeting shall generally occur each year in March at a date, time, and location determined by the Board and in no event shall be more than fifteen (15) months from the preceding annual general meeting.
4. The notice period for annual general meetings shall be not less than thirty (30) days nor more than fifty (50) days.
5. The agendas for general meetings shall be drafted in advance by the President and secretarial support staff and approved by the members at the commencement of each meeting.
6. Draft agendas for general meetings shall comply with the requirements of applicable legislation and regulations, corporate bylaws, and Board policies and procedures and generally adhere to the prescribed format established in Appendix B as circumstances dictate.
7. Agenda packets for annual general meetings will be circulated not less than thirty (30) days in advance to provide members with sufficient time to familiarize themselves with the business to be deliberated and the considerations related thereto.
8. No omissions or errors in notice shall invalidate the proceedings of any meeting or any resolutions taken thereat provided they conform to the stipulations set out in the corporate bylaws.
9. The minutes of each general meeting shall be published in unofficial draft form not less than fourteen (14) days following each meeting and republished in official form after their approval by the members at a subsequent meeting. Meeting minutes will generally adhere to the prescribed format established in Appendix C.
10. Quorum for general meetings shall be one hundred (100) members present either themselves or by proxy unless otherwise stated in the corporate bylaws.
11. Where no quorum exists at the commencement of a meeting, the President will recess the meeting for up to one (1) hour to allow quorum to be met and then adjourn the meeting.

- 12.** The annual business, when applicable, and Board proposed business shall take precedence over all member proposals and no unfinished business shall be permitted at subsequent general meetings.
- 13.** Members shall provide appropriate notice of motion for any proposals they wish to place on the agenda.
  - 13.1.** The required notice of motion for member proposals is not less than thirty (30) days.
  - 13.2.** The corporation will issue a call for member proposals not less than fifty (50) days in advance of an annual general meeting with the meeting date specified.
  - 13.3.** Member proposals are required to be submitted to the corporation not less than thirty-five (35) days before an annual general meeting to appear on the agenda.
  - 13.4.** All proposals will adhere to the prescribed notice of motion format established in Appendix D.
  - 13.5.** Proposals for which proper notice is given will be placed on the agenda in order of the number of members moving the proposal with proposals receiving more movers appearing first.
- 14.** No notice requirements shall be waived for general meetings.
- 15.** No item requiring or deliberating action will be placed on the agenda of a general meeting without a draft motion specifying the precise action to be deliberated.
- 16.** Where the President and Vice-President are absent, the members shall elect a chair from among the Directors present for that general meeting. Where no Directors are present, the members shall elect a chair from among themselves.
- 17.** Special or emergency general meetings shall be called by the Board or upon the written request of ten (10%) percent of members.
- 18.** Notice for special or emergency general meetings shall generally attempt to conform to the requirements for annual general meetings as the circumstances allow but in no event shall be fewer than ten (10) days and business shall be restricted to that which is identified in the notice.
- 19.** Members may participate in meetings by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the



corporation makes such means available. Members so participating are deemed present for the purpose of quorum.

- 20.** The President may, subject to reversal by the members present, expel members or observers from general meetings for behaviour deemed to be lacking in appropriate decorum or disruptive to the effective and efficient discharge of meeting business.
- 21.** The Board may establish further procedures governing the conduct of general meetings, provided such procedures adhere to applicable legislation and regulations, corporate bylaws, this and other Board policies and procedures, and the principles of procedural fairness.
- 22.** For all matters not covered under established procedures, the latest edition of the *Robert's Rules of Order, Newly Revised* shall apply.

## 7. BOARD MEETINGS

1. Board meetings will be regulated to ensure effective and efficient deliberations on all matters concerning the Board of the corporation.
2. Board meetings will adhere to all requirements of applicable legislation, regulations, and the corporate bylaws and this and other Board policies and procedures.
3. Regular Board meetings will occur according to an approved schedule adopted by the Board.
4. Agendas for Board meetings shall be drafted in advance by the President and secretarial support staff and approved by the Board at the commencement of each meeting.
5. Draft agendas for Board meetings shall comply with the requirements of applicable legislation and regulations, corporate bylaws, and Board policies and procedures and adhere to the prescribed format established in Appendix B.
6. Agenda packets for regularly scheduled Board meetings will be circulated not less than seven (7) days in advance of a meeting to provide Directors with sufficient time to familiarize themselves with the business to be deliberated and the considerations related thereto.
7. No omissions or errors in notice shall invalidate the proceedings of any meeting or any resolutions taken thereat provided they conform to the stipulations set out in the corporate bylaws.
8. Directors failing to attend a Board meeting due to errors or omissions in notice may subsequently validate in writing any actions taken by the Board at that meeting.
9. The minutes of public Board meetings shall be published after their approval by the Board at a subsequent meeting. Meeting minutes will generally adhere to the prescribed format established in Appendix C.
10. The votes of individual Directors shall be recorded in the minutes of Board meetings.
11. Unless otherwise established in applicable legislation and regulations or corporate bylaws, the quorum for meetings shall be a simple majority of the total number of Directors eligible to participate.
12. If the number of Directors eligible to participate falls below the quorum threshold due to conflicts of interest, quorum is reduced accordingly.

- 13.** Where no quorum exists at the commencement of a meeting or quorum is lost during the meeting, the President will recess the meeting for up to one half (1/2) hour to allow quorum to be met and then adjourn the meeting.
- 14.** Directors shall provide appropriate notice of motion for any items of business they wish to place on the agenda.
  - 14.1.** Notice for proposed motions shall generally be not less than one (1) regular meeting in advance or fourteen (14) days, whichever is shorter.
  - 14.2.** All notices of motion will adhere to the prescribed format established in Appendix D.
  - 14.3.** Notice requirements for proposed motions may be waived for agenda items by a two-thirds (2/3) majority of the Board as extenuating circumstances dictate.
  - 14.4.** Proposed motions for which proper notice is given will be placed on their respective meeting agendas in the order of the number of Directors moving the motion with business receiving more movers appearing first.
- 15.** Draft agenda items may be proposed by staff with the consent of the Executive Director and approval of the President.
  - 15.1.** Such agenda items shall specify whether the item seeks approval for recommended action or is merely for information.
  - 15.2.** Reports will be submitted in time to be added to each draft meeting agenda or will appear on the draft agenda of a subsequent meeting at the discretion of the meeting chair.
  - 15.3.** Reports related to action items shall adhere to the format established in Appendix E.
  - 15.4.** Reports related to information items shall adhere to the format established in Appendix F.
  - 15.5.** Reports need not adhere to Appendices E or F for draft agenda items adhering to other forms of prescribed appendices.
  - 15.6.** Notice requirements for staff reports may be waived by a two-thirds (2/3) majority of the Board as extenuating circumstances dictate.
- 16.** No item requiring or deliberating Board action will be placed on the agenda of a Board meeting without a draft motion specifying the precise action to be deliberated.

- 17.** Where both the President and Vice-President are absent, the Directors shall elect a chair from among themselves for that meeting.
- 18.** Board meetings shall enter confidential session when, in the opinion of the Board, it is in the best interests of the corporation to do so.
- 18.1.** The reasons for entering confidential session shall generally include:
- 18.1.1.** acquisition, sale, lease, and security of real property;
  - 18.1.2.** personnel matters and labour relations;
  - 18.1.3.** contract negotiations;
  - 18.1.4.** litigation or potential litigation;
  - 18.1.5.** legal advice eligible for solicitor-client privilege;
  - 18.1.6.** wrongdoing disclosure;
  - 18.1.7.** matters of personal or public safety;
  - 18.1.8.** matters required by contract or statute to remain private; and,
  - 18.1.9.** matters of a sufficiently sensitive nature that it would pose an unacceptable risk for such matters to be publicly disclosed.
- 18.2.** When meeting in confidential session only Directors, assigned secretarial support staff, and other relevant staff shall be present. Where staff are themselves the subjects of business to be deliberated in confidential session, they are not permitted to be present.
- 18.3.** No motions are permitted in confidential session except procedural motions, motions providing direction to staff or solicitor with respect to unconcluded matters, or recommendations to public session.
- 19.** Special or emergency Board meetings shall be called by the President in consultation with secretarial support staff or upon the written request of two (2) of Directors.
- 20.** Notice for special or emergency meetings shall generally attempt to conform to the requirements for regular meetings as the circumstances allow and business shall be restricted to that which is identified in the notice.
- 21.** A resolution approved in writing, either electronically or otherwise, by all Directors shall have the same force and effect as a resolution approved at a properly constituted meeting and shall be recorded in the minutes for approval at a subsequent meeting.
- 22.** Written resolutions shall generally be permitted solely for time sensitive business that must be resolved prior to the next regular meeting or in other instances where it is impractical to hold a special meeting.

- 23.** Directors may participate in meetings by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. Directors so participating are deemed present for the purpose of quorum.
- 24.** Directors shall withdraw without comment from participation in business in which they are conflicted. Directors are not conflicted with respect to matters affecting their general rights and privileges as owners, Directors, or consumers of the corporation.
- 25.** Members of the corporation have the right to observe all Board meetings, except confidential sessions, but do not have the right to speak or participate unless making a presentation at the invitation of the Board.
- 26.** The President may, subject to reversal by the Board, expel Directors or observers from Board meetings for behaviour deemed to be lacking in appropriate decorum or disruptive to the effective and efficient discharge of Board business.
- 27.** The Board may establish further procedures governing the conduct of Board meetings provided such procedures adhere to applicable legislation and regulations, corporate bylaws, this and other Board policies and procedures, and the principles of procedural fairness.
- 28.** For all matters not covered under established policies and procedures, the latest edition of the *Robert's Rules of Order, Newly Revised* shall apply.
- 29.** This policy, insofar as is appropriate, applies equally to internal committees, their chairs, and committee members.

## 8. ELECTIONS AND REFERENDA

1. The Board, through the Elections and Referenda Committee, shall oversee the coordination of free, fair, and transparent elections to Board and other positions as needed, and referenda of the membership as required.
2. Elections and referenda shall be conducted according to the following principles:
  - 2.1. Each member, provided they meet the nomination requirements established by the Board and adhere to procedures governing elections, shall be eligible to contest one or more positions as circumstances dictate.
  - 2.2. Each member will vote in elections and referenda by secret ballot through a secure medium that ensures the privacy, anonymity, and accuracy of their individual vote.
  - 2.3. Officially registered campaigns can exercise the maximum amount of freedom consistent with fair and transparent process. Restrictions on the freedom of campaigns are imposed solely to serve fair and transparent process and not for administrative convenience or other purposes.
  - 2.4. Benefits provided or restrictions imposed by the corporation to officially registered candidates for election or officially registered yes/no committees for referenda shall be provided or imposed on an equal basis.
  - 2.5. Persons or organizations that are not members of the corporation or whose memberships are not exclusively comprised of members of corporation will neither campaign in nor be permitted to influence the outcome of elections and referenda.
  - 2.6. Officials appointed to administer or oversee elections and referenda shall remain neutral and shall neither join nor participate in any organization demonstrating partiality in the election.
  - 2.7. Elections and referenda will be conducted in accordance with all rules or restrictions legitimately imposed by external authorities.
3. The annual general election schedule and any referendum questions to be put to the membership shall be determined each year for the following year prior to December 1<sup>st</sup>. The annual general election shall be concluded each year prior to March 1<sup>st</sup>.
4. The Board may establish further procedures governing the conduct of elections and referenda, provided such procedures adhere to this policy, the principles of procedural fairness, and are not amended less than thirty (30) days prior to the commencement date of an election or referendum event.

## 9. DIRECTORS' COMPENSATION

1. Directors, though not staff, will be adequately compensated for the governance services they provide to ensure effective and efficient governance of the corporation.
2. Directors shall be paid monthly stipends as fixed by resolutions of the Board.
  - 2.1. The President and Vice-President may be paid individual stipends based on position requirements.
  - 2.2. All other Directors shall receive the same base stipends, though minor additions are permitted to reflect varied levels of external and internal committee participation.
3. Excluding the President and Vice-President, the corporation shall have no responsibility for the withholding, collection, or payment of any taxes on Directors' behalf or for Directors' benefit, including but not limited to income taxes, employment insurance, Canada Pension Plan, and workers' compensation.
4. Directors may also be reimbursed for reasonable expenses incurred as a direct result of their Board positions according to any further procedures adopted by the Board and with the provision of appropriate receipts and other supporting documentation.
5. Members At-Large may be paid annual honoraria as determined by the Board by resolution from time to time and be reimbursed for reasoned expenses incurred as a direct result of their position according to the same procedures applying to Directors.
6. Adjustments to Directors' stipends shall not take effect until both an annual general election and a governing year turnover (after April 30<sup>th</sup>) have passed, except in the following cases:
  - 6.1. An adjustment once per fiscal year by CPI.
  - 6.2. Revoking any stipend adjustment from the previous governing year can be done within thirty (30) days of the governing year turnover.
7. Accountability Reporting for Directors' Stipends:
  - 7.1. Directors are required to submit a monthly report detailing their activities prior to the date and time of the Regular Board meeting. Failure to submit this report will result in the withholding of the Director's stipend for the following month.
  - 7.2. Directors who fail to submit their report by the specified deadline will have an additional grace period of 7 calendar days to forward a summary of their activities to the President. If the report is submitted within this time, the stipend may be issued at the discretion of the President.

**7.3.** Repeated failure to submit reports for three consecutive months or for more than three instances in a governing year will result in further review by the Governance Committee, with potential additional actions as determined by the Board, which may include the suspension of honoraria for the remainder of the year.



## BOARD AND DIRECTORS' SELF-EVALUATION

1. The Board will conduct regular self-evaluations of its own performance and that of its Directors to ensure that such performance meets the standards set out in governing documents and the expectations of the ownership.
  - 1.1. Directors will conduct anonymous termly self and peer evaluations of the Board, themselves, and their individual peers, generally in the months of July, October, January, and April each year.
  - 1.2. Such evaluations shall be solely against the stated performance and conduct expectations of the position occupied and shall be coordinated by a disinterested, third-party human resources professional.
  - 1.3. The privacy of Directors shall at all times be respected and the results of peer and self evaluations shall be delivered in private.
2. Instances of substandard performance or conduct shall, wherever possible, be rectified privately, positively, and voluntarily by the President on behalf of the Board. Where such instances cannot be rectified in such manner Directors are subject to appropriate discipline by the Board up to the maximum extent of the Board's authority as established in applicable legislation and regulations and corporate bylaws.
3. The Board may establish further procedures governing its self-evaluation, provided such procedures adhere to this policy, the principles of procedural fairness, and are not amended less than thirty (30) days prior to an evaluation event.

## 10. ANNUAL BOARD TRANSITION AND DEVELOPMENT

1. The Board recognizes the importance of governing well and will continually improve its capacity to do so, both through the annual board transition and regular professional development.
2. The annual transition and development cycle will occur in the following overlapping phases:
  - 2.1. The first phase will take place between the opening of nominations and the commencement of the annual general election campaign period. Initial training and development opportunities will be made available to all candidates seeking election to the Board during this period.
  - 2.2. The second phase will occur between the finalization of election results and not more than thirty (30) days following the governing year turnover. Intensive training and development opportunities will be provided to all incoming Directors during this period.
  - 2.3. The third phase will occur in alignment with the governing year. Continuing, at least bi-monthly, training and development opportunities will be provided to all Directors during this period.
3. The topics generally covered in training and development opportunities will include:
  - 3.1. governing documents and legal environment;
  - 3.2. strategic trends and challenges;
  - 3.3. elections and referenda management;
  - 3.4. Board roles, internal committee roles, and Directors' conduct;
  - 3.5. team leadership;
  - 3.6. meetings and rules of order;
  - 3.7. ownership consultation;
  - 3.8. advocacy and external representation;
  - 3.9. long-range and annual planning;
  - 3.10. financial planning and budgeting;
  - 3.11. human resources, employment law, and Board-Executive Director relationship;
  - 3.12. corporate and employee performance evaluation;
  - 3.13. equity, diversity, and inclusion;
  - 3.14. communications and media relations;
  - 3.15. auditing and wrongdoing disclosure; and,
  - 3.16. operational delegation and oversight.
4. Training and development opportunities will generally be coordinated and administered by staff. Where there could be perceived self-interest, or it is more

expedient to do so, staff shall engage disinterested third-parties to provide such training and development opportunities to the Board.

5. Internal committees will receive appropriate training and development opportunities to ensure the successful performance of their respective mandates and responsibilities.
6. The Board may establish further procedures governing the annual transition and professional development, provided such procedures adhere to this policy and are not amended less than thirty (30) days prior to the commencement of an annual transition and development cycle.

## 11. ADVOCACY AND EXTERNAL REPRESENTATION

1. The Board will provide a strong system of advocacy and external representation toward those authorities materially affecting the successful realization of the corporation's goals.
  - 1.1. The Board will establish, either on its own initiative or the advice of its Advocacy Positions Committee, corporate advocacy position statements on those matters it deems expedient to do so. Such statements shall adhere to the format established in Appendix G.
  - 1.2. Once adopted, such advocacy position statements shall be advocated by official representatives of the corporation to all relevant responsible authorities, noting that the Board may prioritize the advocacy of specific statements deemed most significant in the interest of their successful adoption.
  - 1.3. The Board, either on its own initiative or the advice of its Advocacy Positions Committee, will review existing advocacy position statements annually in the month of March and remove from its active list any statements that it deems obsolete.
  - 1.4. Advocacy position statements will be automatically repealed five (5) years after their adoption date unless renewed by the Board.
2. When officially representing the corporation on external committees and in other external corporate capacities, Directors will represent official positions of the corporation to the extent that they have been established. When such duties require consideration of issues for which the corporation has not established official positions, Directors shall endeavour to take a collective position which, in their opinion, reasonably aligns with the will of the Board and ownership.
3. When invited to make appointments to external committees, the Board will assess whether such invitations align with the goals of the Corporation, are made in good faith and are in the best interests of the corporation. If, in the opinion of Board, an offer does not align with the Corporation's goals, or is not made in good faith, or making or retaining an appointment is not in the best interests of the corporation, it reserves the right to refuse or rescind such appointments.
4. External committee appointments shall generally be made on an annual basis at the first meeting of a new Board after the governing year turnover.
5. The incoming President shall annually make recommendations on external committee appointments after conferring with incoming Directors about their respective committee preferences and reviewing the applications submitted in response to the call for Members At-Large.

6. The Board shall endeavour to ensure equitable, diverse, and inclusive representation when appointing Directors and Members At-Large to external committees.
7. In appointing any Members At-Large to external committees, the Board shall generally give preference to applicants who demonstrate:
  - 7.1. experience in student association or university governance;
  - 7.2. experience in general board and committee governance;
  - 7.3. professional expertise relevant to the mandate of the committee;
  - 7.4. demonstrated commitment to perform committee member responsibilities; and,
  - 7.5. demonstrated understanding of corporate, university, or other governing documents.
8. The corporation may, on the initiative of the Board, join or affiliate with external advocacy alliances for the purpose of enhancing influence on matters of mutual interest, particularly with respect to representation to the various levels of government.
  - 8.1. The corporation will only join or affiliate with such external advocacy alliances provided that:
    - 8.1.1. the bylaws and policies of the external advocacy alliance do not contradict or override the corporation's bylaws and policies; and,
    - 8.1.2. the bylaws and policies of the external advocacy alliance respect the corporation's autonomy and self-determination.
  - 8.2. The Board, with administrative support from staff, shall review any memberships in external advocacy alliances at least every five (5) years. Such reviews shall consider their effectiveness and efficiency for the contribution in human and financial resources made by the corporation.
  - 8.3. Once such reviews have been conducted, the Board will make determinations with respect to the continuance or termination of such memberships as the circumstances dictate.
9. Staff will provide support to the Board, the Advocacy Positions Committee, and Directors in the research, development, drafting, and representation of its advocacy positions. The Executive Director will assign support staff to assist Directors in their representation of corporate positions to external committees.

## 12. EXECUTIVE DIRECTOR ROLE DESCRIPTION

1. To assure the effective and efficient management of the corporation, the Board shall employ a chief executive officer titled the Executive Director who shall have overall responsibility for the affairs of the corporation under the supervision of the Board.
2. The Executive Director shall take direction solely from the Board through its properly adopted policies and resolutions. No Director(s), including the President and Vice-President, committee(s), or Member(s) At-Large shall direct the Executive Director.
3. The Executive Director will generally attempt to fulfill requests for information from Director(s), including the President and Vice-President, committee(s), or Member(s) At-Large except where providing such information would violate applicable legislation and regulations, corporate bylaws, or Board policies and procedures, or protection of appropriate privacy, or its compilation would constitute a material use of corporate resources.
4. The Executive Director shall be the head of the staff and staff shall report to the Board solely through them.
5. The Executive Director shall be the Corporate Secretary. The Executive Director may further delegate this responsibility but remains accountable for its use.
6. The responsibilities of the Executive Director include but are not limited to the following:
  - 6.1. support, either directly or indirectly, the work of the Board, its internal committees, its Directors, and Members At-Large;
  - 6.2. recommend long-range and annual plans for Board approval according to established planning cycles and oversee the successful implementation of approved plans;
  - 6.3. recommend an annual budget for Board approval each year and oversee the successful implementation of approved budgets;
  - 6.4. hire, supervise, and terminate, either directly or indirectly, all other staff; and,
  - 6.5. advise the Board to ensure compliance with all applicable legislation and regulations, corporate bylaws, and Board policies and procedures.
7. The Board may further define the responsibilities of the Executive Director in a more detailed job description approved from time to time by the Board provided it conforms to the provisions of this policy.
8. The successful performance of the Executive Director shall be judged solely against the expectations established in this policy and any detailed job description derived from it.

## 13. EXECUTIVE DIRECTOR PERFORMANCE EVALUATION

1. The Board will conduct regular evaluations of Executive Director performance to ensure that such performance meets the standards set out in governing documents, agreements the corporation has made governing conditions of employment, and the expectations of the Board.
2. The Board will generally evaluate the performance of the Executive Director each year in the month of February.
  - 2.1. Such evaluations shall be solely against stated performance and conduct expectations and shall be coordinated by a disinterested, third-party human resources professional.
  - 2.2. The privacy of the Executive Director shall be respected at all times and the results of evaluations shall be delivered in private.
4. Instances of substandard performance shall, wherever possible, be rectified privately, positively, and voluntarily by the President on behalf of the Board. Where such instances cannot be rectified in such manner the Executive Director is subject to appropriate discipline by the Board up to the maximum extent of the Board's authority as established in applicable legislation and regulations, corporate bylaws, and agreements the corporation has made governing conditions of employment.
3. The Board may establish further procedures governing Executive Director performance evaluation, provided such procedures adhere to this policy, the principles of procedural fairness, and are not amended less than thirty (30) days prior to an evaluation event.

## 14. LONG-RANGE AND ANNUAL PLANNING

1. The corporation will, at the direction of the Board, engage in both long-range and annual planning to ensure the improved realization of its goals.
2. All strategic directions of the corporation shall emanate from a long-range plan approved by the Board, renewed on a five (5) year cycle, and reviewed annually for modifications.

### 2.1. The long-range plan shall include:

- 2.1.1. clearly defined results the corporation intends to achieve for its consumers over the planning period;
- 2.1.2. the relative priority of those results;
- 2.1.3. a comprehensive scan of environmental trends and challenges that might affect results achievement and strategies to address them;
- 2.1.4. a credible forecast of expected economic and financial conditions over the planning period and strategies to address them;
- 2.1.5. the inputs and activities in terms of human and material resources necessary to achieve results and action plans therefore;
- 2.1.6. the annual and other targets and milestones necessary to achieve results on schedule; and,
- 2.1.7. the performance measures and metrics against which successful results achievement can be assessed.

### 2.2. The long-range plan will be operationalized each year by an annual plan approved by the Board. The annual plan will align services, operations, programs, activities, and advocacy efforts with the results set out in the long-range plan.

### 2.3. The long-range planning process will continually be informed by ownership consultation activities overseen by the Board and supported by staff.

### 2.4. The renewal and replacement of the long-range plan will generally occur leading up to the month of January every fifth (5<sup>th</sup>) year and take effect at the following governing year turnover.

### 2.5. The renewal and replacement of the annual plan and reviewing and modifying the long-range plan will generally occur between the governing year turnover and June 1<sup>st</sup> of each year.

3. The Executive Director will regularly report to the Board on corporate performance against the stated expectations of the long-range and annual plans, including any remedial action recommended in cases of inadequate internal performance. Such reports will be made in the months of July, October, January and April each year.



4. The corporation will publicize an annual report to the ownership and public summarizing its achievements, activities, and accountabilities. Such reports will generally be released in the month of October.

## 15. FINANCIAL PLANNING AND BUDGETING

1. The Board commits the corporation to the prudent planning and use of the financial resources supplied to it.
2. The Board will review and approve fee adjustments once each year, generally in the month of February.
3. The Executive Director will submit a draft annual budget for Board approval each year, generally in the month of May.
4. Each draft budget shall:
  - 4.1. materially align with the priorities detailed in the long-range and annual plans covering the budget period;
  - 4.2. assure long-term financial health and mitigate any risks of financial jeopardy;
  - 4.3. derive from a multiyear financial plan;
  - 4.4. include a credible projection of revenues and expenses, a separation of capital and operating items, cash flows, and a disclosure of any planning assumptions; and,
  - 4.5. provide sufficient financial resources to meet governance requirements including:
    - 4.5.1. elections and referenda;
    - 4.5.2. ownership consultation activities;
    - 4.5.3. audit and other third-party supports;
    - 4.5.4. Board transition and development;
    - 4.5.5. Board and internal committee meetings and logistics;
    - 4.5.6. Director and Member At-Large expenses incurred; and,
    - 4.5.7. Directors' stipends and Members At-Large honoraria as fixed by Board resolution.
5. The Executive Director is authorized to expend up to one third (1/3) of the amounts for budget line items from the preceding fiscal year until such time as the annual budget is approved.
6. The Executive Director will regularly report to the Board on material variances against the stated assumptions contained in the annual budget, including any remedial action recommended. Such reports will be made bi-monthly in the months of June, August, October, December, February, and April each year.

## 16. OWNERSHIP CONSULTATION

1. The Board commits the corporation to continuous alignment with the collective will of its ownership through its policies, procedures, plans, and budgets, and the services, operations, programs, activities, and advocacy efforts derived from them.
2. The Board will plan, through the Ownership Consultation Committee, regular ownership consultation activities. Such activities will occur, at a minimum, bi-monthly, generally in the months of June, August, October, December, February, and April.
3. Ownership consultation planning and activities shall:
  - 3.1. engage members in their capacity as the collective ownership of the corporation and not as its individual consumers or stakeholders, though members may also be consulted as consumers or stakeholders by staff;
  - 3.2. be future-facing and inform the forward planning and budgeting of the corporation by defining those results the ownership wishes to see realized;
  - 3.3. gather input in a manner that adequately reflects the ideological and demographic diversity of the ownership and all its relevant population segments; and,
  - 3.4. aggregate data in a systematized fashion to best assist decision-making processes.
4. Ownership consultation shall generally use both direct and indirect methods of information gathering.
  - 4.1. Direct methods include methods which collect primary data from owners directly such as online and intercept surveys, focus groups, deliberative polling, and open engagement events.
  - 4.2. Indirect methods include methods which enhance corporate insight about matters affecting the ownership indirectly from other sources such as environmental scans, secondary research, expert presentations, and monitoring wider demographic and statistical trends.
5. Staff will provide support to the Board and Ownership Consultation Committee in the planning, execution, and data harvesting and collating of all ownership consultation activities.
6. The Ownership Consultation Committee will provide regular reports to the Board which aggregate and contextualize the information collected through ownership consultation activities.
7. The Board may establish further procedures governing ownership consultation activities, provided such procedures adhere to this policy.

## 17. OPERATIONAL DELEGATION

1. The Board delegates the management and oversight of corporate operations to the Executive Director provided that the conduct of said operations adheres to all applicable legislation and regulations, corporate bylaws, this and other Board policies and procedures, and other commonly accepted professional ethics and business practices.
2. For all matters necessary to the effective and efficient management of the corporation but where this policy prohibits the Executive Director from acting on their sole authority, the Executive Director will seek Board approval prior to commencing a specified action.
3. The Executive Director will not allow the ownership, Board, or internal committees to be uninformed or unsupported in the performance of their responsibilities.
  - 3.1. The Executive Director will not fail to ensure that meeting notices, agenda distributions, minutes publication, financial statements publication, and other necessary disclosures, are timely, accurate, complete, and publicly accessible.
  - 3.2. The Executive Director will not fail to ensure that long-range and annual plans and reports, and annual budgets and variance reports to the Board are timely, accurate, complete, and publicly accessible.
  - 3.3. The Executive Director will not permit the ownership, Board, or internal committees to be unaware that, in the opinion of the Executive Director, there is actual or anticipated noncompliance with applicable legislation and regulations, corporate bylaws, or their own policies, procedures, plans, and budgets.
  - 3.4. The Executive Director will not fail to ensure that the ownership, Board, and internal committees have sufficient secretarial, administrative, and advisory support in the performance of their responsibilities.
  - 3.5. The Executive Director will not fail to ensure the Board and internal committees are provided with sufficient information when making decisions, including objective reasoning, environmental scanning, analysis of options and alternatives, and decision implications. Such information will not be presented in an overly complex, lengthy, or otherwise illegible format.
  - 3.6. The Executive Director will not allow the Board to be without significant incidental information in a timely fashion including but not limited to anticipated adverse media coverage, threatened or pending lawsuits, or material internal and external changes.
  - 3.7. The Executive Director will not fail to provide new Boards and internal committees and their Directors and Members At-Large with an adequate

orientation and continuing professional development program in keeping with the Annual Board Transition and Development policy.

- 3.8.** The Executive Director will not allow the Board and Directors to be without the assistance of a disinterested third-party human resources professional in fulfilling their obligations under the Board and Directors' Self-Evaluation policy.
  - 3.9.** The Executive Director will not fail to ensure Directors and Members At-Large appointed to external committees have sufficient secretarial, administrative, and advisory support in the performance of their responsibilities.
  - 3.10.** The Executive Director will not fail to proactively identify materially important trends and challenges in the corporation's strategic environment, nor fail to develop strategies to address them, nor fail to inform or recommend action to the Board and internal committees as needed.
  - 3.11.** The Executive Director will not deal with Directors, including the President and Vice-President, nor Members At-Large in a manner that favours or privileges certain individuals over others except when fulfilling individual requests for information, providing appropriate secretarial and administrative supports based on position requirements, or responding to Board authorized requests.
  - 3.12.** The Executive Director will not allow the Board, Directors, internal committees, or Members At-Large to be without a workable mechanism for official communications.
  - 3.13.** The Executive Director will not allow the corporation to be without a workable mechanism for communicating with the ownership on governance and advocacy matters, nor fail to ensure the ownership is appropriately informed on such matters.
- 4.** The Executive Director will not allow consumers to be subject to conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.
    - 4.1.** The Executive Director will not elicit information from consumers for which there is no clear necessity.
    - 4.2.** The Executive Director will not use methods of collecting, reviewing, transmitting, or storing consumer information that fail to protect against improper or unauthorized access to the material.
    - 4.3.** The Executive Director will not fail to operate offices, service outlets, other corporate spaces, or online platforms, with the appropriate intercultural sensitivity, accessibility, and privacy.

- 4.4. The Executive Director will not allow the corporation to be without a workable mechanism for communicating with consumers, nor fail to disseminate accurate, complete, and timely information to consumers about services, operations, programs, activities, or other corporate offerings provided.
- 4.5. The Executive Director will not fail to provide consumers with the maximum practicable opportunities for consultation, participation, and feedback on the management of services, operations, programs, activities, or other corporate offerings provided.
- 4.6. The Executive Director will not fail to establish a clear understanding with consumers of what can and cannot be expected from services, operations, programs, activities, or other corporate offerings provided.
- 4.7. The Executive Director will not fail to ensure consumers are informed of their rights under this policy nor fail to provide a mechanism for consumers who believe said rights have not been respected to have such concerns addressed.
5. The Executive Director will not allow the corporation to be without appropriate policies and procedures for the establishment, support, oversight, and dissolution of sub-entities, nor allow sub-entities to be subjected to conditions, procedures, or decisions that are unfair, unjust, unclear, untimely, undignified, or unnecessarily intrusive.
  - 5.1. The Executive Director will not fail to provide the necessary support and facilitation to sub-entities to guarantee a coordinated, cooperative, and active inter-faculty and inter-campus life and adequately enable members to participate in athletic, religious, cultural, social, and other recreational pursuits.
  - 5.2. The Executive Director will not allow sub-entities to expose the corporation to unjustified risk or liability.
  - 5.3. The Executive Director will not allow sub-entities to be without sufficient governance, financial, and ethical oversight.
  - 5.4. The Executive Director will not fail to ensure that policies and procedures governing sub-entities conform to the *Chicago Principles on Freedom of Expression*.
  - 5.5. The Executive Director will not impinge upon the appropriate editorial independence of sub-entities that disseminate journalistic publications.
  - 5.6. The Executive Director will not allow sub-entities to behave in a manner inconsistent with corporate values.

- 5.7.** The Executive Director will not fail to ensure sub-entities are informed of their rights, privileges, and obligations under this policy nor fail to provide a mechanism for sub-entities who believe said rights have not been respected to have such concerns addressed.
- 6.** The Executive Director will not allow staff to be subjected to conditions, procedures, or decisions that are unnecessarily unsafe, unfair, undignified, disorganized, or unclear.
- 6.1.** The Executive Director will not allow the corporation to be noncompliant with applicable workplace legislation and regulations.
- 6.2.** The Executive Director will not allow the corporation to operate without written personnel policies and procedures that clarify conduct expectations and working conditions, provide for the effective and efficient handling of grievances, and protect adequately against unsafe, wrongful, or abusive conditions.
- 6.3.** The Executive Director will not allow paid staff to be without a documented job description nor clarity on the performance expectations against which they will be assessed.
- 6.4.** The Executive Director, within corporate means constraints, will not allow staff to be without the tools, resources, knowledge, or support necessary to perform their jobs.
- 6.5.** The Executive Director will not accept a workplace culture that is anything other than cohesive, respectful, supportive, inclusive, interculturally sensitive, and accessible.
- 6.6.** The Executive Director will not retaliate or otherwise discriminate against staff for nondisruptive expressions of dissent.
- 6.7.** The Executive Director will not allow staff to be unprepared to deal with emergency situations.
- 6.8.** The Executive Director will not allow staff vacation to significantly disrupt corporate operations.
- 6.9.** The Executive Director will not fail to ensure staff are informed of their rights and obligations under this policy nor fail to provide a mechanism for staff who believe said rights have not been respected to have such concerns addressed.
- 7.** The Executive Director will not allow the compensation, benefits, and employment conditions of paid staff to cause or allow jeopardy to financial integrity or public image.

- 7.1.** The Executive Director will not change their own compensation and benefits except as consistent with a package for all other paid staff as circumstances dictate.
- 7.2.** The Executive Director will not promise or imply permanent or guaranteed employment.
- 7.3.** The Executive Director will not establish compensation and benefits that deviate materially from the geographic or professional markets for the skills employed.
- 7.4.** The Executive Director will not create obligations over a longer term than revenues can be safely projected, in no event longer than one (1) year and in all events subject to losses in revenue.
- 7.5.** The Executive Director will not establish or change pension benefits in a manner that causes unpredictable or inequitable situations including:
  - 7.5.1.** incurring unfunded liabilities;
  - 7.5.2.** providing less than some basic level of benefits to all full-time staff, though differential benefits to encourage longevity are not prohibited;
  - 7.5.3.** allowing staff to lose benefits already accrued from any foregoing plan; and,
  - 7.5.4.** treating the Executive Director differently than other staff.
- 8.** The Executive Director will not allow the finances of the corporation to be in jeopardy, nor allow material deviation of actual expenditures from the annual budget or corporate plans and priorities.
  - 8.1.** The Executive Director will not expend more funds than have been received to date, except where the resulting debt can be repaid by certain and otherwise unencumbered revenues within sixty (60) days.
  - 8.2.** The Executive Director will not conduct interfund loans in an amount greater than can be repaid by certain and otherwise unencumbered revenues within thirty (30) days.
  - 8.3.** The Executive Director will not use any long-term reserves.
  - 8.4.** The Executive Director will not fail to settle payroll and debts in a timely manner.
  - 8.5.** The Executive Director will not allow tax payments and other government ordered payments and filings to be overdue or inaccurately or incompletely filed.
  - 8.6.** The Executive Director will not make a single unbudgeted purchase or commitment of over twenty thousand (\$20,000.00) dollars. Splitting orders to avoid this limit is prohibited.



- 8.7.** The Executive Director will not acquire, encumber, or dispose of real estate.
- 8.8.** The Executive Director will not fail to aggressively pursue receivables after a reasonable grace period.
- 9.** The Executive Director will not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.
- 9.1.** The Executive Director will not permit the corporation to have inadequate insurance against property and casualty losses.
- 9.2.** The Executive Director will not unnecessarily expose the corporation, the Board, its internal committees, or staff to claims of liability.
- 9.3.** The Executive Director will not allow unbonded staff access to material amounts of funds.
- 9.4.** The Executive Director will not subject assets to improper wear and tear or insufficient maintenance.
- 9.5.** The Executive Director will not make purchases that do not result in appropriate level of quality, after-purchase service and value for dollar, or do not provide an opportunity for fair competition.
- 9.6.** The Executive Director will not make or allow to be made any purchase wherein normally prudent protection has not been given against conflict of interest.
- 9.7.** The Executive Director will not make any purchase of over twenty thousand (\$20,000.00) dollars without having obtained comparative prices and quality. Splitting orders to avoid this limit is prohibited.
- 9.8.** The Executive Director will not make any purchase of over one hundred thousand (\$100,000.00) dollars without a stringent method of assuring the balance of long-term quality and cost. Splitting orders to avoid this limit is prohibited.
- 9.9.** The Executive Director will not invest or hold operating capital in insecure or high-risk instruments or in non-interest-bearing accounts, except where necessary to facilitate ease in operational transactions.
- 9.10.** The Executive Director will not fail to protect intellectual property, information, and files from unauthorized access, loss, or significant damage.
- 9.11.** The Executive Director will not receive, process, or disburse funds under internal controls that are insufficient to meet the corporate auditor's standards.

- 9.12.** The Executive Director will not compromise the independence of audits or other external advice, such as by engaging parties already chosen by the Board as consultants or advisors.
- 9.13.** The Executive Director will not endanger the corporation's public image, credibility, or ability to accomplish its goals.
- 9.14.** The Executive Director will not change the corporation's name or substantially alter its identity in the community.
- 10.** The Executive Director will not fail to protect the corporation from a sudden or unexpected loss of the Executive Director's services. The Executive Director will not permit there to be fewer than two (2) other senior managers sufficiently familiar with the Executive Director's responsibilities to enable either to be a reasonably proficient temporary successor.
- 11.** The Executive Director may establish all further operational policies and procedures, provided such policies and procedures:
- 11.1.** adhere to all applicable legislation and regulations, corporate bylaws, and Board policies and procedures;
  - 11.2.** apply equally to all consumers, sub-entities, and staff as circumstances dictate; and,
  - 11.3.** are comprehensible, enforceable, nonretroactive, and not altered excessively frequently.
- 12.** To the extent that operational policies and procedures contradict higher-order governing documents, the higher-order governing documents will prevail.
- 13.** The Executive Director will periodically report to the Board on the methods and approaches assuring corporate compliance with this policy.
- 14.** The Executive Director will report any violations of this policy, including remedial action taken or recommended, to the Board at the earliest practicable opportunity.
- 15.** Violations of this policy not reported by the Executive Director are subject to wrongdoing disclosure.

## 18. OPERATIONAL COMPLAINTS

1. In respecting its delegation of daily operations to the Executive Director, the Board and its Directors commit to handling operational complaints by individuals in a manner that appropriately respects that delegation.
2. Directors shall adhere to the following guidance in instances where they receive operational complaints:
  - 2.1. The Director(s) shall first inquire if the proper internal staff processes for registering concerns have been followed. If not, the individual shall be directed to the appropriate person, and the Director(s) shall take no further action.
  - 2.2. If internal staff processes have been followed and the concern has not been resolved through that action, the Director(s) shall explain to the individual that the board has delegated certain responsibilities to the Executive Director, and that the Board holds the Executive Director accountable. The Director(s) will indicate that the Executive Director will be asked to ensure that the matter is looked into and will reply directly.
    - 2.2.1. The Director(s) shall further ask the individual to contact them again if a reply has not been received within a reasonable time period.
    - 2.2.2. The Director(s) shall also inform the Executive Director or individual designated by the Executive Director of the complaint, and request that a reply be provided.
3. The Board may establish further procedures governing the redress of operational complaints provided such procedures adhere to this policy.

## 19. WRONGDOING DISCLOSURE

1. If instances of wrongdoing are not promptly and fully addressed under operational policies and procedures, the Board authorizes staff to bring such wrongdoings to its attention.
2. Wrongdoings include but are not limited to:
  - 2.1. accounting, auditing, or other financial reporting fraud or misrepresentation;
  - 2.2. miscarriage of justice;
  - 2.3. violations of federal or provincial laws that could result in fines or civil damages payable by the corporation, or that could otherwise significantly harm the corporation's reputation or public image;
  - 2.4. unethical business conduct or illegal conduct, such as theft, corruption, bribery, violence or threatened violence, and criminal damage against property;
  - 2.5. involvement in activities that can pose a danger to the health, environment, safety, or well-being of employees, volunteers or the public;
  - 2.6. breach of internal policies and procedures; and,
  - 2.7. bullying, physical or sexual harassment, discrimination, and those actions impacting on dignity at work.
3. A disclosure may be filed even before the occurrence of the wrongdoing where there is reasonable and justifiable reason to believe that wrongdoing is about to occur.
4. Disclosures of wrongdoing to the Board will generally adhere to the prescribed format established in Appendix H.
5. The Board will ensure that all such matters brought to its attention are appropriately investigated.
6. If a wrongdoing is verified the Board will take all appropriate actions that are within its authority to rectify the matter and may disclose the matter publicly in an appropriate way at the appropriate juncture.
7. A complainant will not be discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against for disclosing a genuine concern to the Board. Complainants will be subject to progressive discipline for disclosures made in bad faith or deemed to be vexatious, frivolous, or malicious.
8. All complaints will be treated as confidential and sensitive. In addition, the complainant shall be provided the opportunity to remain anonymous, save and except in those circumstances where the nature of the disclosure or the resultant investigation make it necessary to disclose identity such as legal investigations or proceedings. In such cases, all reasonable steps shall be taken to protect the complainant from harm for having made a disclosure.

9. The Executive Director will inform the Board in confidential session of any verified wrongdoing(s) that have been or are being addressed under operational policies and procedures.
10. The Board may establish further procedures governing the disclosure of wrongdoing, provided such procedures adhere to this policy.

## 20. ANNUAL AND SPECIAL PURPOSE AUDITS

1. The Board commits the corporation to thorough periodic evaluation of its financial position and internal financial controls both through an annual audit and special purpose audits as circumstances dictate.
2. The annual audit process will be overseen by the Audit Committee on behalf of the Board.
3. The annual report by the corporate auditor will provide:
  - 3.1. the consolidated and supplementary financial statements of the corporation, including revenues and expenditures, assets and liabilities;
  - 3.2. a summary of internal financial controls;
  - 3.3. an opinion on the material accuracy of the financial statements and strength of internal financial controls and the basis therefore from the corporate auditor; and,
  - 3.4. a response to the opinion from management.
4. The Board will generally receive the annual audit report for the preceding fiscal year in the month of November. The Board may approve or withhold approval of the financial statements, either on its own initiative or the advice of the Audit Committee.
5. The Board may further, either on its own initiative or the advice of its Audit Committee, order the corporate auditor to conduct special purpose audits for such purposes as the Board may deem prudent and expedient.
6. The Board may establish further procedures governing the annual audit and special purpose audits, provided such procedures adhere to this policy.

## 21. APPENDICES

### A: INTERNAL COMMITTEE TERMS OF REFERENCE TEMPLATE

#### (INSERT NAME) COMMITTEE TERMS OF REFERENCE

**MANDATE:**

**COMMITTEE RESPONSIBILITIES:**

**COMPOSITION:**

**MEETING SCHEDULE:**

**COMMITTEE MEMBER RESPONSIBILITIES:**

**REPORT DATE: (If Ad-Hoc)**

**DISSOLUTION DATE: (If Ad-Hoc)**

## **B: MEETING AGENDA TEMPLATE**

**WUSA (INSERT ANNUAL, REGULAR, OR SPECIAL & GENERAL, BOARD, OR COMMITTEE NAME) MEETING**

**DATE:**

**TIME:**

**LOCATION:**

**1. PRELIMINARIES**

- 1.1. Call to Order
- 1.2. Territorial Acknowledgement
- 1.3. Agenda Approval
  - 1.3.1. Draft Motion
- 1.4. Conflict of Interest Declaration
- 1.5. Minutes Approval
  - 1.5.1. Draft Motion

**2. PRESENTATIONS**

- 2.1. Topics

**3. UNFINISHED BUSINESS**

- 3.1. Topics
  - 3.1.1. Draft Motions or For Information Only

**4. NEW BUSINESS**

- 4.1. Topics
  - 4.1.1. Draft Motions or For Information Only

**5. CONFIDENTIAL SESSION**

**6. CONFIDENTIAL SESSION RECOMMENDATIONS**

**7. NOTICES OF MOTION**

**8. GENERAL REPORTS**

- 8.1. Officer Reports
- 8.2. Director Reports
- 8.3. Committee Reports

**9. ANNOUNCEMENTS**

**10. ADJOURNMENT**



## C: MEETING MINUTES TEMPLATE

**WUSA (INSERT ANNUAL, REGULAR, OR SPECIAL & GENERAL, BOARD, OR COMMITTEE NAME) MEETING**

**DATE:**

**TIME:**

**LOCATION:**

**PRESENT:** (Board and Committee Meetings Only)

**REGRETS:** (Board and Committee Meetings Only)

**ABSENT:** (Board and Committee Meetings Only)

**ALSO PRESENT:** (Staff)

**WRITTEN RESOLUTIONS:** Recorded Motions

1. **PRELIMINARIES** (Start Time)
  - 1.1. Call to Order
  - 1.2. Territorial Acknowledgement
  - 1.3. Agenda Approval
    - 1.3.1. Recorded Motions
  - 1.4. Conflict of Interest Declaration
  - 1.5. Minutes Approval
    - 1.5.1. Recorded Motions
2. **PRESENTATIONS**
  - 2.1. Topics
3. **UNFINISHED BUSINESS**
  - 3.1. Topics
    - 3.1.1. Recorded Motions or For Information Only
4. **NEW BUSINESS**
  - 4.1. Topics
    - 4.1.1. Recorded Motions or For Information Only
5. **CONFIDENTIAL SESSION**
6. **CONFIDENTIAL SESSION RECOMMENDATIONS**
  - 6.1. Topics
    - 6.1.1. Recorded Motions

**7. NOTICES OF MOTION**

7.1. Topics

7.1.1. Recorded Notices

**8. GENERAL REPORTS**

8.1. Officer Reports

8.2. Director Reports

8.3. Committee Reports

**9. ANNOUNCEMENTS**

**10. ADJOURNMENT (End Time)**

## D: NOTICE OF MOTION FORM TEMPLATE

**TO:**  
**FROM:**  
**DATE:**  
**RE:**

**ISSUE:**

**DETAILS:**

**RECOMMENDATION(S) / DRAFT MOTION(S):**

**MOVER(S):**

**ATTACHMENT(S):**

## E: ACTION ITEM REPORT TEMPLATE

**TO:**  
**FROM:**  
**DATE:**  
**RE:**

**ISSUE:**

**DETAILS:**

**OPTIONS ANALYSIS:**

**FINANCIAL IMPACT:**

**LONG-RANGE PLAN RELEVANCE:**

**RECOMMENDATION(S) / DRAFT MOTION(S):**

**ATTACHMENT(S):**

## F: INFORMATION ITEM REPORT TEMPLATE

**TO:**  
**FROM:**  
**DATE:**  
**RE:**

**ISSUE:**

**DETAILS:**

**FINANCIAL IMPACT:**

**LONG-RANGE PLAN RELEVANCE:**

**REPORT FOR INFORMATION ONLY.**

**ATTACHMENT(S):**

## **G: ADVOCACY POSITION STATEMENT TEMPLATE**

**WUSA ADVOCACY POSITION STATEMENT:  
(INSERT TITLE)**

**ISSUE:**

**RESPONSIBLE AUTHORITY:**

**DETAILS:**

**IMPACT / ANALYSIS:**

**POSITION / RECOMMENDATION(S):**

**ATTACHMENT(S):**

## H: WRONGDOING DISCLOSURE REPORT TEMPLATE

**TO:**  
**FROM:**  
**DATE:**  
**RE:**

**ALLEGED WRONGDOING(S):**

**ALLEGED WRONGDOER(S):**

**SUMMARY OF EVIDENCE:**

**ATTACHMENT(S):**

