

OWNERSHIP CONSULTATION COMMITTEE TERMS OF REFERENCE

MANDATE: To oversee ownership consultation activities on behalf of the Board and regularly report the aggregated information gathered from such activities to the Board

COMMITTEE RESPONSIBILITIES:

The role of the Ownership Consultation Committee shall be as follows:

- to identify and assess issues, gaps, or problems in the Board's ownership knowledge;
- to review and approve proposed ownership consultation activities to enhance the Board's ownership knowledge;
- to review, approve, and submit to the Board regular information reports on the results of ownership consultation activities;
- to periodically evaluate the effectiveness and efficiency of ownership consultation activities and make any recommendations to the Board as deemed expedient; and,
- to perform the responsibilities of a committee established in the corporate bylaws.

COMPOSITION: Five (5) Directors, one of whom shall be Chair and one Vice-Chair, and four (4) Members At-Large. The Executive Director and/or their designate(s), ex-officio and non-voting. A Recording Secretary, ex-officio and non-voting.

MEETING SCHEDULE: Regular meetings at least quarterly, at times, dates, and locations determined by the committee. Special meetings at the call of the Chair or upon the written request of not fewer than two (2) committee members.

COMMITTEE MEMBER RESPONSIBILITIES:

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;
- to act as the Chair when the Chair is temporarily absent or unable to do so;

- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct policy; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

ADVOCACY COMMITTEE TERMS OF REFERENCE

MANDATE: To discuss relevant and topical advocacy themes as they relate to student affairs and academic experience at the University of Waterloo. The Committee functions in an advisory capacity to the Board, relying on well-researched recommendations for advocacy positions, and acts as a coordinating body to align the advocacy efforts of its members.

COMMITTEE RESPONSIBILITIES:

The role of the Advocacy Committee shall be as follows:

- Leverage research findings to validate student concerns and reinforce strategic advocacy initiatives.
- Advise the establishment of thematic advocacy priorities for consultations by identifying data gaps on issues of interest to the student population.
- Discuss emerging student concerns, gaps, or problems that align with WUSA's Long Range Plan and any Board-approved advocacy plan.
- Formulate recommendations for the Board's consideration, with clear supporting rationale.
- Validate draft advocacy position statements to address identified issues or gaps.
- Oversee the cyclical review of existing advocacy position statements and recommend renewal or repeal as needed.
- Coordinate strategic advocacy activities and specific stakeholder engagements in conjunction with advocacy staff.
- Perform the responsibilities of a Committee established in the corporate bylaws.

RECOMMENDATION APPROVAL PROCESS:

- Recommendations passed by the Advocacy Committee shall be communicated to the Board promptly via email following each Committee meeting.
- Unless the President, a Vice-President, the Executive Director (or designate), or at least 2 Directors submit an objection within 2 business days after the day the recommendation was circulated to the Board, the recommendation shall take provisional effect.
- Recommendations that take provisional effect shall be submitted to the next regularly scheduled Board meeting for ratification via the consent agenda.
- The Committee may choose for a motion to take effect after being passed at the next regular Board meeting, instead of taking provisional effect.
- An objection shall suspend the provisional effect and trigger a Special Board Meeting to be convened at least two (2) days before the meeting, excluding the date on which notice is given. The Board shall at this meeting discuss and make a decision on the recommendation.
- An objection may be raised to seek clarification or to address concerns.
- For urgent matters requiring immediate Board action, a decision may be sought via Written Resolution signed by all Directors or by convening a Special Board Meeting in accordance with the corporate bylaws.

WORKING GROUPS/ADVISORY BODIES:

The President may establish informal advisory bodies to engage relevant student subgroups, gather subject matter expertise, and coordinate collective action to enact advocacy priorities.

COMMITTEE COMPOSITION:

- WUSA President (Chair)
- WUSA Vice-President, Government Stakeholder Relations (Vice-Chair)
- WUSA Vice-President, Student Experience
- 1 WUSA Director
- 6 Society Faculty Representatives
- 8 Undergraduate Student Senators: 2 At-Large and 6 Faculty
- 3 At-Large Student Representatives
- The Executive Director and/or their designate(s), ex-officio and non-voting.
- A Recording Secretary, ex-officio and non-voting.

APPOINTMENT/ELECTION PROCESS:

- WUSA President; Vice-President, Student Experience; and Vice-President, Government Stakeholder Relations are ex-officio voting members of the Committee.
- 1 WUSA director will be appointed to this Advocacy Committee in the usual manner Board members are appointed to committees as prescribed in the Board Policy Manual.
- The Society Faculty representatives and Undergraduate Student Senators are ex-officio voting members of the Committee.
- The 3 At-Large members elected via the annual general election and ratified by the Board.

TERM:

The term of office for WUSA Directors and Student-at-Large Representatives shall align with the corporate governing year, commencing on May 1st and concluding on April 30th of the following year.

Student Senators and Faculty Society Presidents shall serve on the Committee by virtue of their office. Their term on the Committee shall coincide with the term of their respective elected office.

MEETING SCHEDULE:

Regular meetings shall be held at least once per term, at times, dates, and locations determined by the Committee. Special meetings may be held at the call of the Chair or upon the written request of no fewer than two (2) Committee members.

COMMITTEE MEMBER RESPONSIBILITIES:

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of Committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;
- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Members shall be as follows:

- to prepare for, attend, and actively participate in Committee meetings, including submitting agenda items as required;
- to disseminate public information updates to their relevant student constituency and draw on knowledge gained in their role to speak in an informed manner at stakeholder meetings;
- to disseminate Board-approved recommendations through their respective networks.
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full Committee can successfully perform its role;
- to adhere to the WUSA Directors' Code of Conduct policy, including duty of loyalty and confidentiality; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

SUPPORT STAFF RESPONSIBILITIES:

The role of the secretarial support staff shall be as follows:

- to facilitate the scheduling of Committee meetings according to notice requirements, record formal meeting minutes, and promptly distribute Committee recommendations to the Board to facilitate the objection period.
- to liaise with the Chair, Vice-Chair and technical support staff to prepare meeting agendas.
- to monitor the Committee proceedings to ensure actions align with the established mandate while respecting the operational independence of staff.

The role of the advisory and technical support staff shall be as follows:

- to propose agenda items to the Chair for consideration.

- to synthesize background research, analysis, and data to inform the committee's discussions and recommendations.
- to advise on processes and feasibility considerations for proposed advocacy initiatives.
- to serve as an available resource to support meetings with stakeholders alongside officers of the corporation and/or identified student representation.
- to assist in the identification, mapping, and prioritization of key stakeholders relevant to advocacy goals.
- to develop background briefs, talking points, and advocacy materials ahead of stakeholder meetings and engagements.
- to support the scheduling, logistical coordination, and documentation of advocacy events and engagements.
- to prepare draft advocacy position statements and present to the Committee.
- to support alignment of advocacy initiatives with the corporation's strategic plan and governance priorities.
- to preserve institutional memory by maintaining records of stakeholder engagement activities and supporting ongoing or long-term stakeholder relationships

ELECTIONS AND REFERENDA COMMITTEE TERMS OF REFERENCE

MANDATE: To oversee elections and referenda processes on behalf of the Board.

COMMITTEE RESPONSIBILITIES:

The role of the Elections and Referenda Committee shall be as follows:

- to remain nonaligned and impartial with respect to all election and referenda processes;
- to adjudicate all appeals of the decisions of election and referenda administrators;
- to adjudicate all allegations for which the recommended or determined penalty is disqualification of a candidacy;
- to recommend fair and unbiased referendum questions to the Board;
- to uphold the principles of procedural fairness;
- to oversee the impartial promotion of election awareness and dissemination of election related information to the voters;
- to submit a post-mortem report to the Board following each election and/or referendum process;
- to periodically evaluate the effectiveness and efficiency of election and referenda processes and make any recommendations to the Board as deemed expedient; and,
- to perform the responsibilities of a committee established in the corporate bylaws.

COMPOSITION: The Chief Returning Officer, who shall Chair, two (2) outgoing Directors, one of whom shall be Vice-Chair, and four (4) Members At-Large. The Executive Director and/or their designate(s), ex-officio and non-voting. A Recording Secretary, ex-officio and non-voting.

MEETING SCHEDULE: Regular meetings at least quarterly, at times, dates, and locations determined by the committee. Special meetings at the call of the Chair or upon the written request of not fewer than two (2) committee members.

COMMITTEE MEMBER RESPONSIBILITIES:

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;
- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct policy; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

AUDIT & FINANCE COMMITTEE TERMS OF REFERENCE

MANDATE: The Audit & Finance Committee will monitor, evaluate, advise and make recommendations to the Board with respect to significant financial matters and financial policies of the Board, including the annual audit.

COMMITTEE RESPONSIBILITIES:

The role of the Audit & Finance Committee shall be as follows:

- To perform the responsibilities of a committee established in the corporate bylaws.

Audit:

- to regularly scrutinize, with assistance from the external auditors, the corporation's system of internal controls, compliance procedures, and financial reporting processes;
- to review the results of the annual audit as prepared by the external auditors;
- to recommend to the Board the approval or non-approval of the audited financial statements;
- to recommend to the Board a retention or change of external auditors;
- to review the performance of the external auditors;
- to advise the Board on the approval of the external auditors' proposed scope and fees;
- to recommend such special purpose audits to the Board as deemed prudent and expedient.

Risk Management and Financial Health:

- Monitor the general effectiveness of the corporation's financial risk management processes;
- Receive and consider reports on significant financial risks or exposures to the corporation;
- Review the status of financial risk management initiatives and emerging issues that have the potential to impact the corporation's risk profile;
- Assess budget-to-actual reports and unaudited financial statements to monitor the financial health of the corporation.
- Report findings and recommendations on financial risk management and financial health to the Board;
- Review reports on investment performance, investment risks, and investment manager performance and provide recommendations to the Board.
- Recommend appropriate investment benchmarks by asset class to support effective performance evaluation.

- Review the corporation's investments to provide oversight and ensure compliance with WUSA's ESG and Corporate Social Responsibility policy.

COMPOSITION:

The voting membership shall include:

- Five WUSA Directors, two of whom shall be the Chair and Vice Chair

The non-voting membership shall include:

- The Executive Director and/or their designate(s), as resource member(s)
- Any individual as deemed appropriate by the voting members of the Committee who shall serve as a non-voting resource member

MEETING SCHEDULE: Regular meetings at least termly, at times, dates, and locations determined by the committee. Special meetings at the call of the Chair or upon the written request of not fewer than two (2) committee members.

COMMITTEE MEMBER ROLES:

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;
- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct policy; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

SUPPORT STAFF ROLES:

The role of the secretarial support staff shall be as follows:

- Assist with scheduling committee meetings
- Liaise with the chair, vice chair and technical support staff to prepare meeting agenda.
- Prepare minutes of meeting.
- Advise committee on their responsibilities as defined in the terms of reference.

The role of the advisory and technical support staff shall be as follows:

- Provide strategic, financial, and operational context to support the committee's ability to fulfil its responsibilities.
- Prepare and present the draft annual and capital budgets and supporting assumptions.
- Prepare quarterly financial statements, variance reports, cash-flow analyses, and financial dashboards.
- Provide timely, accurate, and comprehensible financial information and documentation for Committee meetings.
- Coordinate with external auditors, ensure audit schedules and documentation are complete, and present audit-related information.
- Prepare investment performance summaries and ensure compliance reporting against investment policies.