

**BOARD OF DIRECTORS
GOVERNANCE POLICY MANUAL
OF THE
ALMA MATER SOCIETY
OF QUEEN'S UNIVERSITY**

Responsibility	Board of Directors
Approved by	Board of Directors
Date initially approved	March 1990
Date last revised	March 26 2026



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Land Acknowledgement

We acknowledge that we are on the traditional lands of the Anishinaabe and Haudenosaunee peoples, known as Katarokwi, or colonially as “Kingston.” The Alma Mater Society at Queen’s University seeks to recognize the importance of these lands to the Indigenous peoples who have existed since time immemorial. The unjust acquisition of these lands occurred through the Crawford Purchase of 1783, a land treaty upheld by the First Peoples but later undermined by the British Crown and the “Canadian” government. This history of numerous broken promises and treaties continues to impact Indigenous communities today.

As settlers on this land, we acknowledge our continued benefit from systemic structures that marginalize Indigenous peoples. Recognizing systemic oppression, it is our duty to actively listen to and amplify Indigenous voices, addressing both past and ongoing injustices for meaningful, positive change. We are grateful to these lands for sustaining us and giving us the gift of life. This acknowledgment is a call to action, committing us to understand and respect the history and ongoing struggles of Indigenous peoples. We recognize that words alone are not enough; our actions must reflect our commitment to justice and reconciliation.

Purpose

This document contains the policies, guidelines and procedures that pertain to the operations of the AMS Board of Directors and to the AMS corporate services and financial activity that the Board oversees pursuant to fulfilling its role and obligations as set out in Section 3.2 of the Bylaws of the Alma Mater Society of Queen’s University Incorporated. The Board shall have exclusive jurisdiction over additions/amendments to this document but shall ensure that the Assembly and the voting members of the Corporation are duly notified of any changes. The Corporation is a not-for-profit entity created by the Society to ensure its continuing financial viability by overseeing the management of its services and associated financial affairs.

The Corporation is bound by the By-laws and its corporate philosophy is derivative of, and consistent with, the Mission and Operating statements of the Society as set out in the AMS Constitution. In serving AMS members, the Corporation shall remain a risk-conscious organization but be willing to embrace growth and innovation. The Corporation shall normally not undertake any venture for purely financial reasons regardless of the future promise of economic gain.

However, any service/activity that the Corporation does decide to undertake shall be designed to be self-sufficient in the long run. The Corporation shall facilitate and sustain an annual strategic planning process, at all levels, in support of both short- and long-term strategic initiatives. In addition to providing wage-based service staff positions for students simply wanting employment, the Corporation shall seek to support the Society’s broader objectives through the provisioning of a high quality, relevant range of student funded services, that provide a wide range of employment opportunities designed to provide meaningful out-of-classroom learning and skill acquisition experiences for students.

Scope

This Policy Manual is applicable to The Alma Mater Society of Queen’s University Incorporated. This includes being applicable to all forms and levels of employees, volunteers, contractors, and directors/officers. This Policy Manual has a scope of setting out the Corporate Governance for the AMS as approved by the AMS Board of Directors, although all matters with relative financial processes from the Corporation, individuals ought to review and cross reference with the AMS Board of Directors Finance Policy Manual or other applicable Board Policies to ensure the financial oversight and management is maintained alongside the corporations governance.

Terminology

“AMS Board of Directors”, hereby also referred to as “the Board”

“Alma Mater Society of Queen’s University”, hereby also referred to as “AMS”

“Alma Mater Society of Queen’s University Incorporated”, hereby also referred to as “AMS Inc.”

“Ontario Not-for-Profit Corporations Act”, hereby also referred to as “ONCA”

“Journal Advisory Board”, hereby also referred to as “JAB”

“Indigenization, Equity, Diversity, Inclusion, Accessibility, and Anti-Racism”, hereby also referred to as “I-EDIA-A”

“The AMS Inc. By-Laws”, hereby also referred to as “By-law(s)”

ACRONYMS TABLE FOR DEPARTMENTS & SUB DEPARTMENTS					
AMS Media Centre	AMC	Common Ground Coffeehouse	CGR	Internal Affairs Office	IAO
Peer Support Centre	PSC	Student Life Centre	SLC	Commission Environmental Sustainability	CES
Walkhome	WHS	Human Resource Office	HRO	Campus Affairs Commission	CAC
Foodbank	FBK	Information Technology Office	ITO	Clubs Commission	CLB
Queen’s Journal	JNL	Marketing Office	MAR	Social Issues Commission	SIC
Society 58	SOC	Communication Office	COM	Commission of External Affairs	CEA
Queen’s StuCons	QSC	Orientation Roundtable	ORT	Board of Directors	BOD
Queen’s Pub	QPR	Housing Resource Centre	HRC	Judicial Affairs Office	JAO
The Brew	BRW	Academic Affairs Centre	AAC	Civic Affairs Office	CAO
		International Affairs Centre	IAC		

The Society: The Alma Mater Society of Queen's University (the abbreviation of which is "AMS"), that is, the unincorporated association whose membership consists of Society members; it includes all Government Departments under it's purview.

The Corporation: The Alma Mater Society of Queen’s University Incorporated (the abbreviation of which is "AMS Inc."), that is, the incorporated association, incorporated under the Act, whose membership consists of members of the Corporation as set out in the By-laws; it includes all operating AMS Office Departments and Corporate Departments

under its purview.

AMS Office Departments: The operating departments of AMS General Office and respective departments funded through the AMS General Office; including Human Resource Office, IT Office, Accounting Office, Marketing Office, Communications Office, and the General Office Itself.

AMS Government Departments: The operating departments of the Society, this includes all Commissions, the Internal Affairs Office, Judicial Affairs Office, Civics Affairs Office, Academic Affairs Centre, Housing Resource Centre, the Clubs Office, and the Orientation Roundtable.

AMS Corporate Departments: The operating departments for the services of the Corporation, this includes all business classified type services and program type services.

Human-Capital Resource Management (“HCM”): The approach to the use of practices and processes that organizations use to manage their workforce effectively. It encompasses various activities aimed at maximizing the value of human capital through proper management and investment. Unlike traditional human resource management, which often focuses on administrative tasks, HCM emphasizes strategic alignment with business objectives and the development of employee potential.

Nomination: The process of assessment to identify and approve an eligible candidate in the director appointment or elections processes.

Election: The process by which the eligible voting members cast a vote to indicate the collective consensus through a rank voting; where the top two candidates ranked are successful; this is for both directors being voted in through Corporation members, and the Chair, Vice-Chair, or Committee Chairs being voted in through the Board directors

Appointment: The process by which the eligible voting members receive and vote on a motion to appoint someone to the position of Student director; via a motion in a Corporate meeting; or to appoint a Committee Chair and general committee assignments; via a motion in a Board meeting. This is the same corporate meaning as the election but required where the case is that the nominable candidates are not exceeding the available seats to be filled; if the case there is an excess of nominable candidates then available seats; the process of election takes place.

Ratification: The corporate procedure that documents the granting of position and its associated scope of authority and powers as provided in Corporation policies. This is required for all senior positions of the Corporation; including Head Managers, Directors, the Secretariat, the General Manager, and the Managing Officers.

Quorum: The minimum number of members (voting) that must be present at any of its meetings to make the proceedings of that meeting valid and allow the Chair to convene the meeting.

Managing Directors: Are the senior positions that retain a title of “director” as a delineation of Office department heads that are student senior managers; this includes the Director of Marketing and Director of Communications. Managing Directors are not granted or entitled the powers and position of a Board Director.

Board Directors: Are the members (voting) of the Board that comprise of the Executive Directors (Management), the Student Directors, and the Community Directors.

Managing Officers: Are the senior positions that retain a title of “officer” as a delineation of the Office departments heads that are permanent staff managers; this includes the Operating Officer, Human Resource Officer, IT Officer, Facilities Officer, etc. Managing Officers are not granted or entitled to the powers and position of a Corporate Officer..

Corporate Officers: the President and CEO, Vice-President (Operations), Vice-President (University Affairs), Chair, Vice-Chair, General Manager, and any other person designated an Officer by the By-laws.

Management: The culminative “body” that performs the operating functions of the Corporation and the Society. Where the Management collectively are responsible for carrying out the directions of the Board and the Assembly, as applicable.. They are represented by the President, Vice-President (Operations), Vice-President (University Affairs) and the General Manager.

Ex-Officio (Non-Voting): Refers to an individual who is a member of a body because of a position they hold. They do not have voting rights and do not participate in decision-making, but attend to provide technical knowledge or subject-matter expertise related to their role.

Voting: Refers to a member of a body who is entitled to membership and t vote on the matters of the body.

Observer (Non-Voting): Refers to an individual who attends meetings to observe, gain insight, or provide support or administrative functions. They do not participate in decision-making or vote on matters before the body. This may include the scribe of the Board when not the secretariat, or external members attending to the Board or an associated body (e.g., Investment managers).

Regular Board Meeting: The Board meetings that are scheduled and approved in the semesterly Governance Calendar and are in open session and treated as publicly available to Corporation members and directors.

Emergency Board Meeting: A Board meeting that is called immediately, subject to the notice and agenda requirements set out in this Policy Manual. They are automatically considered and treated as closed, unless convened otherwise.

Closed Session Board Meeting: A confidential Board Meeting, typically held following a regular meeting, and governed by the requirements set out in this Policy Manual. A closed session is convened by a two-thirds (2/3) majority vote of the Board. Attendance may be restricted to voting members where a director so requests and the Board agrees by consensus. Closed sessions are reserved for matters of a highly sensitive nature and/or situations that are ongoing or unsettled, where disclosure could affect prior or future Board decisions (for example, evolving financial or litigation-related matters). This mechanism is not intended to be used in a manner that undermines transparency. The Chair must exercise this function objectively and in accordance with its intended purpose.

Corporate Meeting: A meeting of the Corporation’s members, that is held in the late Fall semester as the Corporate Special General Meeting, as well in the late Winter semester as the Corporate Annual General Meeting. The matters and proceedings of the meeting are governed by this Policy Manual, the By-laws, and ONCA.

Members of the Corporation: Includes all voting and non-voting classes of membership of the AMS Assembly; as outlined in the AMS Constitution. Only voting members of Assembly are voting members of the Corporation; and receive proxy rights.

Stakeholders of the Corporation: Any individual, group, or organization that has an interest in or is affected by the Corporation’s operations, decisions, and performance.

Risk Management: The process of identifying, analyzing, and evaluating risks facing the Corporation, and developing appropriate strategies to address them. This includes enabling the Board and the Corporation’s leadership team to implement measures to mitigate risks, establish clear communication and reporting practices, and support effective governance through operational, financial, and strategic controls. It also involves monitoring and reporting any

significant changes in the likelihood or impact of risks, as well as any material changes to the controls in place to manage them.

Professional Development: Refers to activities, materials (including documents, readings, and online modules), and training opportunities provided to directors and relevant staff to enhance the effectiveness of the Board, its committees, and functions. It also supports the development of transferable skills and broader benefits for members of the Corporation, including Student Directors, executive leadership, the secretariat, the scribe, and senior managers.

Double-Bottom Line: The AMS's guiding principle for decision-making, which expands the traditional financial "bottom line" to include both fiscal responsibility and student impact. In addition to achieving financial sustainability (e.g., breaking even), the Board evaluates performance based on the Corporation's positive impact on students through initiatives such as services, programs, employment opportunities, events, grants, and strategic investments that enhance student life and learning. This principle reflects a dual purpose: the Corporation's responsibility to remain financially sound, and the Society's mandate to serve and benefit students. It ensures that the Corporation fulfills its fiduciary obligations while advancing meaningful outcomes for the student community.

Operations: Refers to the day-to-day management and implementation of the organization's mandate, as distinct from governance. It includes overseeing, maintaining, and reporting on activities, and ensuring the successful delivery of programs and services. This function is carried out through the management of the Corporation's commissions, offices, and services, translating strategic direction into tangible outcomes.

Governance: Refers to the oversight function of the Corporation, distinct from operations. It includes evaluating, scrutinizing, and holding operational activities accountable, as well as setting long-term strategic direction in alignment with the Corporation's mission. Governance is carried out by the Board and other governing bodies of the Corporation and is commonly referred to as "Corporate Governance." This definition applies only to the Corporation and does not extend to the use of "Governance" in relation to the Society, which is defined separately.

Roles and Responsibilities

Board Members

- ☞ Demonstrate a strong commitment to, and understanding of, the AMS's purpose, history, policies, services, organizational structure, and strategic priorities. Maintain a clear understanding of the Corporation's financial position, both current and projected, and remain familiar with applicable Corporate Finance Policies, including the Board Finance Policy Manual, in order to fulfill fiduciary duties. Prepare for and actively participate in Board meetings by reviewing agenda materials in advance, engaging meaningfully in discussions, and identifying and declaring any conflicts of interest in accordance with applicable procedures. Review meeting minutes carefully to ensure their accuracy prior to approval. Participate in Board committees, including standing and ad hoc committees, with a recommended minimum involvement on two committees. Board Members are encouraged to take on leadership roles where appropriate, including serving as a Committee Chair (subject to Board ratification), to support effective governance and workload distribution. (It is recommended that across the 6 Student Directors; one is appointed/elected Chair of the Board and one is appointed/elected Vice-Chair of the Board; with 4 Committee Chair Positions; the remaining 4 Student Directors are recommended to take on a committee chair role for the committee that they are most passionate about).
- ☞ Engage to the best of their ability in all provided Professional Development and Team Engagement opportunities of the Board.

- ☞ Comply with established procedures regarding leaves of absence and attendance expectations. Maintain a thorough understanding of the AMS Corporate Philosophies, Intra-board Relations, and Shareholder Relations as set out in this Policy Manual.

Board Chair

- ☞ Prepare the agenda for each Board meeting and ensure that all related materials are made available to Board members via OneDrive at least 72 hours in advance. Provide notice of regular Board meetings to all members at least one month in advance, either directly or via the Governance Calendar maintained by the Vice-Chair, including associated meeting invitations. Chair the meetings of Board and Strategic Planning Committee and Audit Committee; employ a formal or informal version of parliamentary procedure, depending on mutual preference of Chair and Board. Attempt to bring consensus to the Board. Direct the discussion at Board meetings.
- ☞ Set up regular meetings with the AMS Executive and General Manager to stay informed about issues concerning the Corporation. Elevate and advise on Board involvement where needed. Hold regular meetings with all directors of the Board, especially Committee Chairs, to ensure that the Committees are keeping up with their approved goal plans and timelines and so that directors may offer feedback on the operations of the Board. Titled "The Corporate Chairs Bi-Weekly"
- ☞ Review the minutes of each Board meeting and ensure they are included in the following meeting's agenda package. Upon approval of both Board and Committee Minutes, the Chair shall sign them ahead of filing.
- ☞ Perform or delegate to the Vice-Chair and/or Secretariat the duties or tasks needed for the role of Corporate Secretary being fulfilled. Responsible for maintaining proper Board records and secretarial procedures through the Board OneDrive and/or SharePoint repositories. Work with the Governance Committee on ensuring appropriate policies as per review cycles are planned during goal planning period of the Board in May, ensuring committees are receiving any policies requiring update.
- ☞ Serve as a voting member of all committees and working groups of the Board that the Board Chair does not Chair themselves. Contribute to (including Board Page Summary(ies)) and review the publication of the Annual Report prior to the Special Corporate General Meeting in the fall term. Report to and vote (or delegate voting role) for the Journal Advisory Board. Attend and be an active member on any Assembly and Assembly-Board related bodies that require Chair participation (e.g., SAF Review Committee)
- ☞ Promote and uphold the Board's culture, tone, and intent in alignment with the Corporation's mandate, Corporation philosophies, Board functions, governance relationships, corporate policies, and precedented motions. Represent the Board in external matters consistent with Board consensus, approved decisions, and policies, inferring decisions where required based on prior and current Board records. Interpret, enforce, and coordinate compliance with Corporation policies as both the Corporate Secretary and a Corporate Officer. Ensure assigned responsibilities, including risk assessments, are completed, and coordinate Board disciplinary or performance measures when necessary to maintain policy compliance among Committee Chairs. Prepare the Board Budget. Create a transition manual for the succeeding Chair. Ensure to coordinate with the Vice-Chair and Governance Chair on planning and reporting for Professional Development and Transition, Training, and Onboarding for directors
- ☞ Develop and coordinate communications and community outreach efforts of the Board (e.g.. Socials with Assembly, Community Service Volunteering, Blog Posts, Social Media Campaigns, Website Improvements, etc.). Manage, with the assistance of the Vice-Chair and the Communications Director, the Board Page on the AMS Website, the content of which is exclusively under the Board's jurisdiction. Board Page content decisions shall be approved by the Board Chair in alignment with any Branding or Media policies and/or guidelines.

- ☞ Prepare a detailed written report for the monthly Assembly meetings. Hold shareholder engagement meetings prior to the Fall Corporate General Meeting with all members of Assembly in smaller groups. The objective of these meetings is to provide some information about the composition and the role of the Board, as well as some of the priorities of the Board for that year to shareholders.
- ☞ Attend the monthly Assembly meetings and be prepared to elaborate on the written report in response to Assembly member questions. Provide a verbal report on the Board's activities regarding any business that has transpired after the time of writing the report. Be proactive in addressing Board specific inquiries, questions, concerns, or requests for meetings in a productive and engaging manner for students, Corporation members, management, media etc. (this includes emails, Assembly requests, messages etc.)
- ☞ Confirm the Corporate General Meetings dates with the AMS Secretary. Prepare the Special and Annual Corporate General Meeting agenda and appendices and make these available to Assembly members 48 hours in advance of the meeting. Coordinate with the Secretariat and Marketing/Communications for promoting attendance of students. Provide a written proxy option to all Assembly members who will not attend the Corporate General Meeting at the preceding Assembly meeting. Ensure AMC microphone capacity and CGR Catering or QP Catering for food and beverages for Corporation members. Submit and present a Board progress presentation and written report for CSGM and CAGM.

Board Vice-Chair

- ☞ Exercise the duties of the Chair in their absence. Assist the Chair in Corporate Secretary duties as delegated.
- ☞ Organize with the Chair professional development and team engagement opportunities for the Board. Coordinate with the Chair and Governance Committee on reporting of progress on Pro-D.
- ☞ Serve as a General Member on the Strategic Planning Committee, Governance Committee, as well be a non-voting scribe for the Audit Committee.
- ☞ Maintain the Board's Files and ensure files are moved to the appropriate archive folder at the end of the year; following appropriate procedures as required in this Policy Manual, the Information Management Policy, the Risk Management Framework, and others as required.
- ☞ Ensure that Board agendas and minutes (signed by the Chair following approval) are uploaded to the Board OneDrive. Collect, organize, and maintain legacy paper records, including agendas, minutes, statements, and reports. In coordination with the Information Technology Office, maintain password protection and other necessary security controls for sensitive documents, in accordance with the Closed Minutes policies. Prepare the semesterly Governance Calendar in consultation with Board members, including dates for Board meetings, committees, professional development sessions, corporate meetings, and team engagement events. For the Winter Semester, include a separate calendar for the Nominating Committee, indicating onboarding and Board election dates. .
- ☞ : Following approval of the Governance Calendar, send calendar invites for all Board meetings, professional development sessions, and Strategic Planning and Audit Committee dates to respective members. Issue deadline reminders for agenda item submissions five days prior to meetings, and send agenda release reminders to the Board Chair three days prior. Prepare an end-of-year summary of all approved capital expenditures, including descriptions, amounts, and associated Board meeting approvals, and submit it to the Controller and General Manager. Complete a transition manual, or an attachment to the Chair's transition manual, prior to the end of the Vice-Chair's term, following the template and guidelines provided by the Board Chair.

Board Committee Chairs

- ☞ Ensure that the designated committee operates in accordance with its terms of reference, as outlined in Part C of this Policy Manual. Provide regular updates to the Board on committee activities. Schedule regular committee meetings in alignment with the committee's terms of reference and the semesterly Governance Calendar, in coordination with the Board Chair and Vice-Chair. Participate in bi-weekly working meetings with the Board Chair, Vice-Chair, and other Committee Chairs, referred to as "The Corporate Chairs Bi-Weekly", to review committee goal plans, provide updates, and coordinate agenda items for the Board. Coordinate with the Vice-Chair to ensure filing and archiving is properly maintained and compliant with the Board's records policies as outlined in this Policy Manual.
- ☞ Present all recommended or endorsed motions from the committee to the Board for inclusion on the agenda. Maintain order and enforce formal or informal procedures, such as Robert's Rules of Order, as agreed upon by the committee. Facilitate meetings by directing discussions, maintaining a speakers list, delegating tasks to Management, staff, or Student Directors, and completing committee work as necessary. Committee Chairs have the authority to strike ad hoc subcommittees to address specific responsibilities requiring additional focus, resources, or attendance. Take minutes for each committee meeting in accordance with the standards outlined in Part B, s.3.4, using assistive technology as permitted under Part B, s.3.2. Ensure minutes are signed upon approval by both the Committee Chair and the Board Chair. Complete a transition manual prior to the end of their term that follows the template and guidelines outlined by the Board Chair.
- ☞ Prepare and present a committee progress report and presentation at both the CSGM and CAGM. **President**
- ☞ Exercise the Vice President (Operations) duties and powers in their absence.
- ☞ Provide a full written report of their activities to the Board at each meeting.
- ☞ Act as a liaison between the Board and senior management for Senior Management wide matters or directions. Further ensure to assist in presenting President's direct report proposals to the Board, including Budgets and Goal Plans. Act as a liaison in conjunction with the General Manager between the AMS Office staff and the Board and prepare any reports on office staff matters with the General Manager.
- ☞ Be a voting member of Board.
- ☞ Ensure the annual signing process of the Memorandum of Understanding with Member Society President's is complete as provided in the Shareholder-Board Relations section.
- ☞ Exercise the representational powers granted under the AMS Constitution and any associated prerogatives. Complete corporate governance responsibilities as provided in all Corporation policies (e.g. Risk Assessments outlined in the Risk Management Framework).
- ☞ Serve as a general member on all Standing Committees of the Board, except for the Audit Committee or where a committee's terms of reference explicitly provide for exclusions (e.g., Executive Suspension or Administrative Leave).

Vice-President Operations

- ☞ Provide a full written report of their activities to the Board at each Board meeting.
- ☞ Co-ordinate with the Board Chair to develop the Board Operating Budget subject to approval by the Board. This Budget should include, but is not limited to, projected revenues, administrative expenses, and an allowance for other miscellaneous expenses.
- ☞ Ensure to assist in presenting Vice-President Operations direct report proposals to the Board, including Budgets and Goal Plans.
- ☞ Act as a liaison between the Board and the Service Head Managers as needed.

- ☞ Complete corporate governance responsibilities as provided in all Corporation policies (e.g., Risk Assessments outlined in the Risk Management Framework etc.).
- ☞ Provide a presentation and report to Corporation members on the Operating Budget and Funds Budget and Performance of the two; as well overall services performance and initiatives at the Corporate Special and Annual General Meeting.
- ☞ Serve as a general member on all Standing Committees of the Board, except where a committee's terms of reference provide exclusions (e.g., Executive Suspension or Administrative Leave). Additionally, serve on the Tri-Review Board Honorarium Committee and the Branding Committee. Present the monthly corporate statements to the Finance and Risk Committee on a timely basis, in conjunction with the Controller and/or Assistant Controller, with the assistance of the other executive as required.
- ☞ Be a voting member of AMS Board.

Vice-President University Affairs

- ☞ Exercise the Vice President (Operations) duties and powers in their absence if the President is unable to do so.
- ☞ Provide a full written report of their activities to the Board at each Board meeting.
- ☞ Act as a liaison between the Board and the commissions as needed.
- ☞ Be a voting member of AMS Board.
- ☞ Complete corporate governance responsibilities as provided in all Corporation policies (e.g. Risk Assessments outlined in the Risk Management Framework etc.).
- ☞ Serve as a general member on all Standing Committees of the Board, except where a committee's terms of reference provide for exclusions (e.g., Executive Suspension or Administrative Leave). Serve on the Tri-Review Board Honorarium and Branding Working Group. Serve as a reporting and voting member on the Journal Advisory Board. Serve as a general member on Personnel Committee, Governance Committee, and Strategic Planning Committee; and participate on the Equity Working Group and Branding Working Group. Be available to provide support or attend meetings of other committees where not a general member, as requested, to the best of their ability.

AMS General Manager

- ☞ The General Manager shall be an employee and Officer of the Corporation. They shall be responsible for the management of all legal matters including issues and resolutions with legal counsel, any contracts that extend past one year, as well as oversight of the Strategic Plan as well as any complex activities the Corporation or the Society undertakes from time to time.
- ☞ Additionally, the General Manager shall be responsible for providing oversight on Human Resources issues arising with salaried and wage permanent staff, managing the SLC facility with the President – specifically its relationships with commercial tenants, and for overseeing agreements signed for Orientation Week.
- ☞ It is the General Manager's responsibility in conjunction with the Controller to ensure that all books and records as required by the Corporation and its services are kept as required by the By-laws or by any applicable legislation.
- ☞ Advise Board on pertinent developments outside of the AMS, in conjunction with the Executive.
- ☞ Provide a full written report of their activities to the Board at each Board meeting.
- ☞ Complete corporate governance responsibilities as provided in all Corporation policies (e.g. Risk Assessments outlined in the Risk Management Framework)

- ☞ Assist the President in the annual signing process of the Memorandum of Understanding with Member Society President's as provided in the Shareholder-Board Relations section.
- ☞ Serve as Ex-officio, non-voting member of AMS Board.
- ☞ ☞ Serve as a general member on all Standing Committees of the Board, except where a committee's terms of reference provide for exclusions. Further, be a member of all Working Groups and sub-committees of the Board. Serve as a member (non-voting) on the Journal Advisory Board.
- ☞ Maintain recurring meetings with the Board Chair and meetings with the Executive.

AMS Secretariat and Board Scribe

- ☞ Attend all Board meetings and record all material discussions and reports.
- ☞ Produce electronic minutes to be approved at the next Board meeting, differentiating Closed Session minutes from Open Session minutes.
- ☞ Perform duties as delegated by the Chair.
- ☞ Provide input and engage in discussion on matters relating to Board-Assembly relations and Society jurisdictions during Board meetings. Assist the Chair and Vice-Chair in organizing and coordinating Shareholder communications, including for the Corporate Meetings of the Corporation members.
- ☞ During the summer, be present for every Board meeting.
- ☞ Attend committee meetings as requested, recording all discussions, reports, and relevant materials. Act as an active administrative resource to the Governance Committee as a non-voting general member. Ensure that all Board-related responsibilities within Assembly committees (e.g., Finance Committee of Assembly, Student Activity Fee Review Committee) are properly coordinated and communicated in advance.

Permanent Staff

- ☞ Attend all Board or committee meetings at the request of the Board. In addition, provide all requested documents, materials, reports, or proposals as requested by the Board or a committee.
- ☞ Ensure to enforce and oversee Management's implementation of Corporation policies as designated to any Permanent Staff lead office. Including;
 - Personnel Policies to the Human Resource Officer
 - Information Management Policy to the Information Management Specialist
 - Finance Policy to the Controller with the F&R Committee Chair and Board Chair.
- ☞ Have a commitment to and understanding of the purpose, history, policies, services, organizational structure, and strategic plans of the AMS.
- ☞ Acquire a clear understanding of the Corporation's or respective department's financial position, both current and forecasted. Ensure familiarity with Corporate Finance Policies including the Board Finance Policy Manual.
- ☞ Be thoroughly understanding of the AMS Corporate Philosophies, Intra-board Relations, and Shareholder Relations as provided in this Policy Manual.
- ☞ Engage to the best of their ability in all provided Professional Development and Team Engagement opportunities of the Board.
- ☞ Attend and serve as a general member (ex-officio/non-voting) on the following standing committees:
 - Annual Report Editorial Board:
 - Information Management Specialist
 - Controller
 - Audit Committee

- Controller
 - Assistant Controller
- Finance & Risk Committee:
 - Controller
 - Assistant Controller
- Governance Committee
 - I.T. Officer
- Investment Committee
 - Controller
 - Assistant Controller
- Personnel Committee
 - Human Resources Officer
 - Payroll and Benefits Officer
 - Controller
- Tri-Review Board Honorarium Committee
 - Human Resources Officer
 - Controller
- Strategic Planning Committee
 - Controller
 - Information Technology Officer
 - Human Resources Officer

Part A: General

Section 1: Role of the Board of Directors

1. The Board plays three key roles in the corporate side of the AMS:
 - a. Strategic Role;
 - i. Overseeing the annual business planning process, including final approval of services' strategic plans and budgets during the summer Board meetings, and mid-year review at the end of November. The Board also supports the development, implementation, and review of any strategic plan of the Corporation. The Board shall also seek to regularly review the purpose, scope, and relevance of individual services in the broader campus context.
 - b. Fiduciary Role;
 - i. Monitoring the management practices and policies with a view to supporting the financial viability of the Corporation. With respect to the government side finances, the Board shall offer support and advice. This includes approval of the Consolidated Society Budget before the Corporate General Meeting, monitoring of the budget versus actuals of the services and offices, and approval of all capital expenditures.

- ii. Government allocations from the AMS Membership Fee will be brought to the Board for information by the Vice President (Operations) and the Vice President (University Affairs) and approved as part of the Consolidated Budget by August. This authority is delegated by the Assembly, which retains formal approval of all expenditures from the AMS Membership Fee. On behalf of the Assembly and the Corporation, the Board shall also undertake an assessment of the AMS Membership Fee at least every three years and make recommendations to Assembly as required.
- c. Human Resources Role;
 - i. The Board has exclusive jurisdiction over the content of the AMS Employment Policy and Procedures Manual which outlines the general terms and conditions of employment for all students working for an AMS service and who receive remuneration from the AMS whether by salary, wage, or honoraria. The Board is ultimately responsible for ensuring compliance with applicable Human Resources legislation, including Human Rights legislation, the Employment Standards Act and the Occupational Health & Safety Act.
 - ii. The Board also has exclusive jurisdiction over sections of the AMS Hiring and Appointment Policy and Procedures Manual, which address policy on service staff pre-selection, Corporation Hiring Committees, rehires and summer staff.
 - iii. The Board has exclusive jurisdiction over the content of the AMS Permanent Staff Policy which outlines the general terms and conditions of employment for the AMS permanent staff.
 - iv. The Board periodically conducts a remuneration review for all AMS paid positions and approves the AMS salary grid and AMS honoraria grid.

Section 2: Responsibilities of Directors and Corporate Officers

1. All directors and members of the Board (voting and ex-officio) are required to;
 - a. Have a commitment to and understanding of the purpose, policies and services of the AMS.
 - b. Acquire a clear understanding of the Corporation's financial position, both current and forecasted.
 - c. Read the agenda before Board meetings; be thoroughly informed about issues and participate in discussions fully.
 - d. . Review meeting minutes carefully to ensure their accuracy prior to approval.
 - e. Be involved in Board standing committees, ad hoc committees, or working groups struck by the Board or Committee Chair. This involvement can be as the Chair of a standing committee (subject to ratification by the Board) or as a general member.
 - i. All Student Directors and Community Directors shall at a minimum be appointed to two standing committees. For Student Directors, this will include any standing committee they are made chair of.

- ii. The Chair as outlined in the respective Committee's terms of reference shall sit on all committees and Chair the Strategic Planning Committee and the Audit Committee.
 - 1. The Chair also sits on the Queens Journal Advisory Board, the Student Activity Fee Review Committee, and the working groups established by Board.
- iii. The Vice-Chair assignments shall be assigned to the Governance Committee and the Strategic Planning Committee as a member; in virtue of the roles on Board they have and with relation to the Chair.
 - 1. The Vice Chair also shall usually be assigned the, Queen's Journal Advisory Board delegation; unless in the case the Journal has made a request for a specific Board member, the Chair shall consider the options equally as per Journal Policy.
- 2. The Chair shall set up regular meetings with the AMS Executive and General Manager to stay informed about issues concerning the Corporation.
- 3. The Chair and Vice-Chair shall work with all committee chairs, Management, and staff to complete a Governance Calendar for each semester (summer, fall, winter); the Governance Calendar for an upcoming semester shall be approved at the final regularly scheduled board meeting that occurs prior to the start of that semester's calendar.
- 4. Board members should aim to email questions or concerns to the Chair or presenter of the motion; prior to the meeting to ensure that the meeting is effective and efficient.

Director Attendance and Disciplinary Measures for Failure to Complete Duties

- 5. Section 3 of the By-laws specifies the attendance requirements of Board members. Once a member has met the conditions that authorize removal from the Board, the decision is left with the Board pursuant to the By-laws. The Corporation recognizes that the non-Student Directors have other commitments that may prevent them from complying with attendance requirements.
- 6. Attendance is treated equally for Directors and others attending in-person or virtually, through conference call or video conferencing platform.
- 7. . Committee attendance follows the same requirements as Board meetings but is applied individually to each committee assignment. If a Board member fails to meet the attendance requirements for a committee, as outlined in Section 3 of the By-laws, the Committee Chair may bring a motion to that committee recommending the removal of the member from the committee. Once approved, the Committee Chair must coordinate with the Board Chair to ensure that a replacement Board member is appointed at the next Board meeting, following the standard committee appointment process.

Director Notification of Leave or Absence

- 8. All members of the Board are expected to inform the Board Chair of any planned or emergency leave or any meeting absences.

9. Upon being informed of a director's leave, the Board Chair shall schedule a meeting with the director to complete a temporary delegation table, as outlined in Appendix A. For leaves that prevent a director from fulfilling their responsibilities as set out in the By-laws and this Policy Manual, the Board may consider removing the director and appointing a replacement, so long as doing so is permitted under the By-laws.
10. During any leave, it is expected that the director remains fully informed of Board business and committee matters by reviewing meeting materials, agendas, and minutes for any meetings missed.

Section 3: Director Processes

Election of the Chair and Vice-Chair

1. The Board shall meet to elect a new Chair and Vice Chair for the incoming board, at the inaugural meeting of the Board before the end of April, typically scheduled as the regular March board meeting.
 - a. The outgoing Chair shall oversee this meeting and the election process.
 - b. Candidacy is through a self-identification process; any eligible directors interested in running for Chair or Vice-Chair shall inform the outgoing Chair no less than six (6) days prior to the scheduled Board meeting that will elect a Chair and/or Vice Chair; typically, the regularly scheduled March board meeting.
 - c. All candidates will receive a maximum of five (5) minutes for their candidacy pitch to be provided at the meeting. Election will take place via e-vote within 48 hours of Board meeting where candidates provide their pitch.
 - d. This election shall only take place in accordance with By-law 3.3.
2. All current voting members of the Board are entitled to vote for the Chair and Vice-Chair.
 - a. All votes shall be cast in a secret ballot typically via e-vote. The Chief Electoral Officer of the AMS will serve as a scrutineer during the collection and counting of the ballots. When the Chief Electoral Officer of the AMS is unable to oversee this process, the outgoing Chair may do so provided they are not on the Board the following year.
3. Notwithstanding the a forementioned clauses, in the event of a tie-breaking procedure is required, the following shall take place;
 - a. The outgoing chair shall cast a tie breaking vote; following a no more than three-minute discussion with the incoming executive team and each candidate separately.
4. Only Student Directors are eligible to serve as Board Chair and Vice-Chair. Incoming Student Directors, or those entering the second year of their term, may engage in limited preparatory activities prior to the scheduled Board meeting at which the Chair and Vice-Chair elections will occur. Such activities may only take place after the Corporate General Meeting or Special Corporate General Meeting that appoints the following year's directors, and only once they have been officially appointed. Permitted preparatory activities:

- a. Release of a campaign one-pager to other directors.
- b. b. Coordinate meetings with other directors outside of regular or specially scheduled Board meetings, or outside the performance of regular Board responsibilities. These meetings may focus strictly on the concerns, goals, values, and ideals of the upcoming Board term. None of the following activities can occur: Campaigning of current candidacy platform outside of the knowledge of being a candidate
 - i. Candidate disparagement
 - ii. Promises, gifts, insinuations
 - iii. . Any other behavior considered inappropriate for candidacy under the By-laws, Constitution, or this Policy Manual.

Remuneration, Benefits, and Honoraria

- 5. Student Directors shall be remitted an honorarium consistent with the honoraria disbursement schedule in the AMS.
- 6. Student Directors may not hold another position in the AMS, that is a full-time position.
- 7. No member of the Board may hold another position in the AMS that receives an honorarium.
- 8. An honorarium is awarded to the Chair and Student Directors to offset any financial barrier arising from directors being prohibited from employment by the AMS.
- 9. All Student Directors shall receive an honorarium as determined by the Personnel Committee and the Board. Honorariums shall be partially withheld if expected transition work is not completed.
- 10. If the Chair feels that the performance of a Student Director has been unsatisfactory, and that they are not deserving of the full honorarium amount, the Chair shall arrange a meeting with the Student Director in question by the penultimate Board meeting of the semester. At this meeting, the Chair will address the Student Director's unsatisfactory performance, referencing the particular policy mandate expectations not being met by the Student Director. If the problem persists, the Chair shall bring this matter to the immediate attention of the Board at which point a motion to the effect of reducing the Student Director's honorarium will be considered.
- 11. Honoraria levels shall be re-evaluated by the Personnel Committee at least every three years by the Tri-Review committee outlined in the Personnel Committee Section of this Policy Manual.

Professional Development and Engagement

- 12. The Governance Chair is responsible for overseeing and providing guidance on Board wide and committee professional development to the Board Chair and Vice Chair through the Governance Committee. The Governance Committee shall also be responsible for ensuring the costs of professional development are in line with the Board budget as approved by the Board.
- 13. The Board Chair and Vice-Chair are responsible to plan and coordinate all professional development for Board wide, committee wide, or Student Directors. They are to provide regular updates and briefings for Governance committee meetings.

- a. Professional development activities should provide Student Directors with the foundational skills necessary to serve effectively on the Board, enhance the skills of committee members in alignment with their committee's mandate, and advance the skills of Board members in areas related to Board-approved strategic priorities or Corporation concerns.
14. The Board Chair and Vice-Chair are responsible for coordinating a minimum of four (4) Board led socials for the Board to be invited to over the operating year. These should have the goal of improving director rapport and teamwork engagement.
- a. At least one of these engagement sessions shall be available to all senior management to improve Board and management relations and advance awareness of the Board's functions. This typically shall take place in October or February.
 - b. At least one of these engagement sessions shall be available to all Assembly members/shareholders to improve Board and shareholder relations and advance awareness of the Boards functions. This typically shall take place in November or April.
 - c. It is recommended to have one introductory engagement session by way of an informal Queen's Pub dinner in September to introduce and engage Board members; and an end of year engagement session in April, typically a formal dinner, with invites for all incoming Board members to introduce and engage incoming and outgoing board members..

Appointment and Nomination of Directors

15. Eligible candidates for election to the Board as a Student Director shall submit an application package comprised of a completed application form and written responses to a questionnaire/information sheet tailored to the position/responsibilities of a Director as distributed on AMS Hiring software.
- a. The application package shall be submitted to a Nominating Committee composed of the outgoing Chair (Chair of Nominating Committee), the outgoing President, one outgoing member of the Corporation as appointed by the Assembly, and the General Manager who shall sit as a non-voting advisor.
 - i. The Nominating Committee shall interview each candidate, with candidates making the committee aware of any current or potential conflicts of interest that may arise in the course of their duties as a member of the Board.
 - ii. The Committee shall seek to put forward only and all qualified, capable, and engaged applicants.
 - iii. The Committee shall then put forward only the names of those candidates it deems are qualified, capable, and engaged.
16. Nominated director candidates shall then stand for election to the Board at the Corporate Annual General Meeting in accordance with a format determined under sub-section 3.3.3. of By-Laws, which specifies:

- a. The Chair shall have discretion over the precise format of the election, but shall ensure that prior to voting, the candidates have an opportunity to speak to their suitability for the Board and that members of the Corporation are afforded an opportunity to direct questions to the candidates.
 - b. The format shall be communicated to members of the Corporation at the regular scheduled Assembly meeting held prior to the Corporate Annual General Meeting. Election results shall be released no later than forty-eight (48) hours following the election.
17. In the event that the number of nominations put forward is equal to the required amount of director vacancies needing to be filled, they shall be put forward for appointment motion instead of a traditional election process and be by a vote of confidence. The applicants will be required to follow the same expectations for answering questions from the Assembly.
18. For community directors, in the case of an expiring term, the process shall follow that of the Student Directors with following differences;
- a. The nominating committee will also have one outgoing Community Director (noting that The AMS recognizes that the non-student directors have other commitments that may prevent them from participating).
19. The Chair of the board shall inform the board about the timeline for nominations and elections of directors as well the terms for the Nomination Committee.

Section 4: Executive Director and Officer Accountability & Complaints Process

Objective: To establish an accountability and complaints process for Executive Directors and Officers of the Corporation.

Definitions; Executive Director(s) and Officer(s): The President, Vice-President (Operations) and Vice-President (University Affairs) of the Society.

Policy Statement: The purpose of this policy is to outline measures to be taken in the event an Executive Director and Officer fails to meet the duties and expectations of their position(s) as set out in Part A, Section 2 of this Policy Manual, By-Law 3 and By-Law 4 of the By-laws. The Corporation wishes to ensure Executive Directors and Officers perform their duties in compliance with all Corporation bylaws, policies, rules, regulations, instructions, procedures and best practices.

Application: This policy applies to all Executive Directors and Officers in their capacity as Directors and Officers of the Corporation. This policy does not apply to Executive Directors and Officers in their capacity as the Executive of the Society.

If there is an allegation of harassment, discrimination and/or violence brought against an Executive Director and Officer, the Harassment, Discrimination and Violence Policy and Program shall take precedence over the process outlined in the *Complaints Process and Procedures* and the *Mandate of the Executive Complaints Committee* sections of this policy.

Administration: This policy is administered by the Board, in conjunction with the Speaker of the AMS Assembly.

Complaints Process and Procedures

- 1) Initiation of Complaints Process:
If an Executive Director and Officer is alleged to have violated the Harassment, Discrimination and Violence Policy, this process and procedure shall not apply.
- 2) In the event that an Executive Director and Officer has repeatedly failed to meet the duties and/or expectations of their position(s) as set out in Part A. s.2. of this Policy Manual, By-Law 3 and/or By-Law 4 of the By-laws, a complaints process may be initiated.
- 3) The complaints process shall be initiated upon receipt of a written complaint in relation to an Executive Director and Officer's conduct. This complaint may be made by any member or director of the Corporation and shall be directed to the Chair of the Board, the Speaker of the AMS Assembly, AMS Human Resources Officer and the AMS General Manager.
 - a) Where more than one written complaint is received regarding an Executive Director or Officer within a 30-day period, the Executive Complaints Committee may, where the complaints are similar in nature, consolidate them and proceed with a single investigation and reporting process. If the Chair of the Board and the Speaker of the AMS Assembly determine that a complaints process should be initiated under this policy, they shall strike a committee to oversee the process (the "Executive Complaints Committee"). The composition of the Executive Complaints Committee shall be:
 - b) The Chair of the Board
 - c) The Speaker of the AMS Assembly
 - d) The Executives who are not the subject of the Complaint or listed as a witness by the Complainant
 - e) the AMS General Manager (non-voting member)
 - f) An AMS Board Community Director
 - g) Where the Committee determines it appropriate, a member of the Corporation, as defined in Bylaw 5.1.1 and Section 3.2.5(II) of the Constitution, may be appointed to the Executive Complaints Committee as a non-voting observer. This individual must not be in a conflict of interest with either the subject of the complaint or the complainant. The Executive Complaints Committee, with the support of the Human Resources Officer, and AMS General Manager, shall initiate an investigation to determine the validity of the complaint and to recommend a course of action to both the Board and the AMS Assembly.
- 4) Any investigations will be conducted in accordance with the Corporation's existing policies, relevant employment law and human resources best practices.

Mandate of Executive Complaints Committee

- 5) Upon receipt of the particulars of a complaint, the Executive Complaints Committee shall:
 - a) Initiate an investigation within seven (7) days of receipt of the complaint to determine whether the matter warrants any form of discipline if it is determined such an investigation is required;
 - b) Retain the services of a third-party investigator, if the majority of the Executive Complaints Committee determines that it is necessary to delegate the power to investigate to a neutral and arms-length individual with expertise in workplace and/or corporate investigations;
 - c) Receive and consider the results of any investigation and determine if discipline is warranted;
 - d) If the Executive Complaints Committee determines that disciplinary action is warranted, it shall, subject to confidentiality requirements, forward such a recommendation to the AMS Assembly together with a summary briefing setting out the nature of the complaint, including any relevant policies or By-laws that the Executive Director and Officer has been found to have breached, and the reasons for the Committee's recommendation. In such instances, the identity of any complainants shall not be disclosed to the AMS Assembly without the complainants' express consent.
- 6) As part of any investigation contemplated under this Policy, the Executive Complaints Committee shall ensure that the Executive Director and Officer whose conduct is under investigation is provided a reasonable opportunity to be interviewed and provide written submissions to the Executive Complaints Committee and/or its independent investigator.

Administrative Leave of Executive Director and Officer

- 7) Upon receipt of the particulars of a complaint, the Executive Complaints Committee, by unanimous vote, shall have the authority to place an Executive Director and Officer on administrative leave from their position as Director and Officer of the Corporation.
 - a) The Executive Complaints Committee does not have the authority to place an Executive Director and Officer on administrative leave from their position as an Executive of the Society.
- 8) In the event the Executive Complaints Committee intends to consider exercising its authority under this Policy to place an Executive Director and Officer on administrative leave from their position as a Director and Officer of the Corporation, the Executive Complaints Committee shall provide the Executive Director and Officer with notice of such intention in writing via email or prepaid registered mail. Notice shall be deemed delivered on the date such notice is emailed to the Executive Director and Officer or, in the case of prepaid registered mail, three (3) days after mailing. Upon delivery of notice under this section, the Executive Director and Officer shall have seven (7) days to provide oral and/or written submissions to the Executive Complaints Committee, following which the Executive Complaints Committee may proceed to a vote as contemplated under section Part A. s.4.9. of this Policy.
- 9) Notice of administrative leave must be delivered to the Executive Director and Officer in writing via email or prepaid registered mail. Notice of administrative leave shall be deemed delivered on the

date such notice is emailed to the Executive Director and Officer or, in the case of prepaid registered mail, three (3) days after mailing. Notice of administrative leave must also be delivered to the members of the Corporation as soon as practicable.

- 10) Any administrative leave issued under this Policy shall be effective for (i) a period of sixty (60) days from the date written notice of administrative leave is delivered to the Executive Director and Officer; (ii) upon the conclusion of the next AMS Assembly following the AMS Assembly's receipt of the Executive Complaints Committee's recommendation as contemplated in Part A. s.4.7.d. of this Policy; or (iii) upon the Executive Complaints Committee's conclusion that disciplinary action is not warranted, whichever is earlier.
 - a) An administrative leave issued under this Policy may not be extended beyond the period provided for in Part A. s.4.12.
- 11) To the extent an Executive Director and Officer is entitled to receive compensation, remuneration and/or an honorarium by virtue of their position as a Director and Officer of the Corporation, they shall continue to receive such compensation, remuneration and/or honorarium, as the case may be, during the course of their administrative leave.
- 12) During any period of administrative leave contemplated under this Policy an Executive Director and Officer shall cease to carry out their duties as a Director and Officer of the Corporation as set out in Part A. s.2 of this Policy Manual, and By-Law 3 and By-Law 4 of the Corporation's Corporate By-laws, and shall be barred from using their Corporate Credit Card, entering into any agreements on behalf of the Corporation, executing any documents on behalf of the Corporation, and/or representing themselves as a Director or Officer of the Corporation. The Board shall be authorized to take whatever steps it may deem necessary to give effect to this section.

Executive Director and Officer Violation of Harassment, Discrimination and Violence Policy

A finding of harassment, discrimination and/or violence that results from an investigation outlined under the Harassment, Discrimination and Violence Policy and Program in which an Executive Director and Officer is the Respondent shall be forwarded to the Executive Complaints Committee.

The Executive Complaints Committee shall receive from the Investigation Panel (as defined under the Harassment, Discrimination and Violence Policy and Program) a written decision indicating a violation of the Harassment, Discrimination and Violence Policy was found, the reasons and the findings of the Investigation Panel.

The Investigation Panel shall provide the Executive Complaints Committee with any recommended non-disciplinary interim measures to ensure the safety of the Complainant until the Executive Complaints Committee has had sufficient time to deliberate final sanctions and/or remedies.

Upon receipt of the Investigation Panel's written decision, the Executive Complaints Committee shall be empowered by majority vote to determine and immediately impose interim and/or final non-disciplinary

sanctions and remedies, as contemplated under the Harassment, Discrimination and Violence Policy and Program.

If the Executive Complaints Committee determines that disciplinary action, suspension or removal from office is warranted, it shall forward such a recommendation to the AMS Assembly together with the Investigation Panel's written decision. In such instances, the identity of the Complainant shall not be disclosed to the AMS Assembly without the Complainant's express consent.

Disciplinary Action Against Executive Director and Officer

The AMS Assembly shall have final authority, under the AMS Constitution, to enforce disciplinary action against an Executive Director and Officer, up to and including removal from office in accordance with Part 4, Section 2 of the AMS Constitution.

Section 5: Conflicts of Interest

1. As outlined in Bylaw 3.8.1, the Board shall have full responsibility for managing the affairs of the Corporation. Management is responsible and accountable to the Board through the Vice President (Operations). A Board member would therefore be placed in a conflict of interest should they hold a management position within AMS Inc. Since Management is hired before a new Board is elected, incoming service management may not run for the Board because their acceptance into the management position precludes them from running for the Board.
2. Similarly, a voting member of Assembly would be placed in a conflict of interest should they also be a Board member. This conflict of interest shall then preclude incoming Assembly members from running for the Board. The Executive and Chair of the Board are exceptions to this policy as they sit on both bodies by virtue of their positions.
3. Any individual who runs for a position on the Board must inform Assembly of any potential conflict with respect to their Board position and any other position they may hold in the AMS during their term as Director and how these conflicts will be handled. A Board member is not eligible to be considered for a staff position within AMS Inc., as outlined in Bylaw 3.1.3, recognizing that there is a potential for a conflict of interest. In addition, all voting and ex-officio Board members must declare a conflict of interest in the following instances but not exclusive to these alone:
 - a. Relationships with suppliers to the corporate or government sides of the AMS where profit is to be earned by the external party.
 - b. Personal relationships among Board members that may impact confidentiality, security of information, and the integrity of Board decisions.
 - c. Personal involvement with an external entity that is a direct competitor with the Society. This includes the Tea Room, Cafe Union, Clark Hall Pub, Campus Equipment Outfitters and Oil Thigh Designs.

Section 6: Records Management and Review

Organization and Naming of Files

1. All board files shall be labeled with the following information
 - a. Title of the Document;
 - b. Month the document is presented/stored in for a committee or the Board;
 - c. Current Year;
 - d. Relevant committee title if applicable;
 - e. Relevant classification of being a “draft” or “final” copy if applicable.
2. Committee files are the responsibility of the respective Committee Chair to maintain file organization and labeling.
3. The Vice-Chair is responsible for the organization of Board files and assisting and/or overseeing committee file organization and labeling.
4. All committee and Board folders should contain within a template folder;
 - a. Meeting minutes template
 - b. Agenda template
 - c. Brief or Memo Template
 - d. Proposal Template
 - e. Report Templates (e.g., Board reports, Assembly report, Risk Register report, etc.)
 - f. Transition Manual Template

Records Filing and Archiving Process

5. All Board records shall be available and filed using the AMS digital ecosystem outlined in the Information Management Policy, unless applicable legislation requires a paper version of documents be located at the Corporation's head office. All committee and Board files shall have separate digital folders for organizing files and matters of the meetings.
6. The folders for Committees shall be organized by year. Within each year folder there shall be one folder for each month of meetings held, one folder for transition materials, one folder for templates.
 - a. Committee folders shall have outside of the year folders, an “Archive” folder for providing historical context to the Board and meet file retainment requirement.
 - b. Outgoing committee chairs and vice chairs are responsible for preparing the incoming years Board committee folder.
7. The Board of Directors' folder shall be organized by year. Within each year folder there shall be one folder for each month and one folder for Board approved policies. In addition, outside of the year specific folders, there shall be a governance folder, archives folder, and Board Resources folder.
 - a. The outgoing Chair and the Vice Chair are responsible for preparing the incoming years Board folder.

8. Committee and Board folders shall be archived once they are three or more years old. (i.e., If year 2026-27, then all files should be archived up to and including the year 2023-24).
 - a. At the discretion of the Board Chair, Vice-Chair, or a Committee Chair, labeled copies of key documents may be prepared for the incoming Board and committee members to review and, where applicable, continue work on.

Access to Board Records

9. Board Permanent Records, including meeting agendas, minutes, committee documents, appendices and reports, shall be considered public documents for AMS shareholders and thus shall be available for viewing by AMS shareholders upon request.
10. Requests to view the Board documents shall be made to the Chair or Vice-Chair.
11. Permanent records in print format shall not leave the storage location at the AMS office; however, photocopies or PDFs of digital documents may be made upon request to the Chair or Vice-Chair and will be emailed with appropriate security precautions according to the sensitivity of the record(s) in question.
12. The Board may designate some documents as “Confidential” including documents in closed Board sessions and Emergency Board meetings and these shall be kept separately and exempted from this policy. The board shall ensure a documented rationale description is stored with the “Confidential” classified document; the rationale document is considered public documents for AMS shareholders and thus shall be available for viewing by AMS shareholders upon request. This includes but is not limited to the aforementioned classification of closed session minutes as confidential.

Board Responsible Policies Review

13. The Board delegates responsibility to the Personnel Committee to review all policies administered by the Human Resources Office (collectively referred to as “Personnel Policies”) and to recommend any substantive or foundational changes, including additions or removals, to the Board for approval. The Personnel Committee is further authorized to make minor and procedural updates, such as definition clarifications, grammatical corrections, alignment with other policies, and general cohesion, without prior Board approval, provided that such changes are formally reported to the Board.
14. The Board delegates responsibility for the review of the Investment Policy Statement (IPS) to the Investment Committee, which shall recommend any proposed changes to the Board for approval.
15. T. The Board delegates responsibility for the review of all finance and risk-related policies, including the Risk Management Framework Procedure, Administrative Charge Methodology, Board of Directors Finance Policy Manual, Services Purchasing and Programs Utilization Policy, and the Fee Allocation and Budget Manual, to the Finance and Risk Committee, which shall recommend any proposed changes to the Board for approval.

16. The Board delegates responsibility for the review of all remaining policies under its authority to the Governance Committee. These policies, commonly referred to as "Corporate Policies," shall be reviewed by the Committee, which will recommend any proposed changes to the Board for approval.
17. . The Board shall establish a review cycle for each Board-governed policy at the time of its approval, with review periods ranging from two (2) to four (4) years, based on considerations such as legislative requirements, volatility, level of shareholder interaction, and risk.

Amendments to the Corporation's By-Laws

18. As set out in By-Law 17, the Board may pass a new By-law or amend or repeal an existing By-law if such new by-law, amendment or repeal is not contrary to the Act, or the Letters Patent and the procedure followed conforms to any special ratification requirements set out in an existing by-law.
 - a. A new by-law, amendment or repeal passed under By-law 17.1.1, unless in the meantime confirmed at a Corporation Special General Meeting duly called for that purpose, is effective only until the next Corporate Annual General Meeting unless confirmed thereat.
 - b. In default of confirmation at such Corporate Annual General Meeting, the new by-law, amendment, or repeal ceases to have or repeal of the same or like substance has any effect until confirmed at a Corporation Special General Meeting or Corporate Annual General Meeting.
 - c. As set out in By-Law 17.1.3, the members of the Corporation may at the Corporate Annual General Meeting or Corporation Special General Meeting mentioned in By-law 17.1.2 confirm, reject, amend or otherwise deal with any new by-law, amendment or repeal passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under any such new by-law, amendment or repeal is prejudicially affected by the action taken by the members.
 - d. As required by By-law 17.1.4, every new by-law, amendment, or repeal must be approved by the Corporation's lawyer

Contractual Relationships/Documentation/Administration

19. The By-laws cited below provide the framework for the fiduciary responsibility of selected individuals for entering the AMS into a variety of materially significant commitments.
 - a. By-law Section 4.1.1: The Officers of the Corporation shall be the President, Vice-President (Operations) and Vice-President (University Affairs) of the Society, the Chair, Vice-Chair, General Manager, and any other person designated an Officer by a by-law.
 - b. By-law Section 6.1.1: Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by one of the Executive and the General Manager or designate
 - i. In situations where there is an exchange of value of \$5000 or more for deeds, transfer, licenses, contracts and engagements on behalf of the Corporation they should be signed by: 1) one of the Executives and the General Manager or designate or

alternatively 2) General Manager and one of Controller, IT Officer, Human Resources Officer, Facilities Officer or Operations Officer

- ii. Any commitment \$200,000 or more must be approved by the Board either: 1) During the annual Budget approval process or 2) Separate Board approval

20. Background: The policy to enact these responsibilities for commitments that were material to the AMS and in a practical administratively and managerial way, was set out by the Board, in 1998, where the Board further defined commitments requiring this level of oversight as being “those commitments entered into by any person of the AMS (Associate & Corporation) involving an exchange of value more than ~~\$7,500~~ \$5000 and/or extending beyond one fiscal year”. This was a specific response taken by the Board to prevent the further proliferation of commitments that were unknown to the Board or even upper management, poorly framed, sub-optimal in terms of benefits, exposed the AMS to risk (legal or financial) and in other ways may not have been in the best interest of the AMS.

- a. In addition, to ensure the fiduciary responsibility was being enacted by an individual that could proactively guide and support the commitment process, the Chair dual-delegated their authority to execute these documents to the General Manager in addition to themselves.

21. The act of signing carries with it fiduciary responsibility and signifies confirmation that all relevant processes, best practices, operational considerations, managerial actions, resource allocations, and legal and regulatory requirements have been appropriately addressed. The following guidelines outline the key considerations and intended benefits associated with this managerial, executive, and Board-level oversight:

- a. Administrative: Meet the legal responsibilities of the Corporation, record of the commitment on file to support the receipt or payment of revenue, back up for Auditors, documentation to redress difficulties with the commitment.
- b. Current Operations: Ensure the commitment is relevant and enacted, careful review and development of services, responsibilities, procedures that match the operational requirements, multi-year provisions for consistency of supply and price, and reduction of administrative and managerial effort.
- c. Collateral Benefits: Secondary opportunities to support sponsorship, advertising, mentoring, provision of access and pricing for other operations of the Society including faculty societies and clubs.
- d. Future Plans and Reputation: Integrity and credibility of the Society in establishing and maintaining commitments – establishment of enduring connection and partnership with the AMS for future support – community members, alumni connection, town gown, future initiatives, personal engagement on Board, etc.

Section 7: Corporate Philosophies

1. The Corporation, as a whole, targets to break even. Certain services will generate surpluses and others, deficits. In any single year or over a designated longer time horizon consideration will always be given to those services generating deficits, to determine if the non-financial objectives of the Corporation are being met and therefore justify the negative financial results. Likewise, services generating significant surpluses will be reviewed to ensure that students continue to receive the lowest-cost services and products, consistent with the Corporation's double bottom line. Keeping in mind the mission of the AMS to provide jobs and experiential learning opportunities to its members, the services as a whole will be targeted to break even.
2. The AMS has traditionally been divided into two parts, commonly referred to as the "corporate" side and the "government" side. Within the corporate side it is useful to distinguish between services, which have the potential to be revenue generating (generally called businesses) and those, which do not (generally called programs). This distinction is made to ensure that each service is financially accountable and is operating in a manner that is consistent with the conditions that originally led to its establishment.
 - a. Therefore, the Board has adopted an understanding wherein corporate services are categorized as either businesses or programs. It is important to note that the classification of a service as a business does not mean that a service should be expected to make a surplus, nor does classification as a program mean that a deficit should be encouraged. Services classified as programs must be deemed essential to the AMS and be limited to those where the unit cannot reasonably be expected to cover its operating expenses through user fees. These services rely on other sources of funding, such as mandatory or opt-out student fees. Under this classification, Walkhome, AMS Foodbank, Queen's StuCons, and Peer Support Centre are examples that satisfy the definition.
3. In keeping with the Corporation's not-for-profit status and objectives, the Board endorses a policy of minimizing the cost to Queen's students for all AMS services by keeping prices, advertising rates and any applicable student fees to a minimum (while seeking to ensure self-sufficiency for each service.) Non-student sources of funding, however, do not fall under this policy and therefore should be maximized or strategically exploited where possible and appropriate in order to maximize the social value.
4. The AMS is unique among undergraduate student governments in Canada in that its services overall are entirely owned and primarily managed by students. The Board recognizes the tremendous value that these management opportunities provide in terms of transformative learning and the acquisition of a wide range of intellectual, practical, and social skills. The Board views this unique feature of the AMS as critically important to preserve, and therefore strongly endorses the principle of employing student managers.

Establishment of a New Service, or the Expansion of an Existing Service

5. This policy outlines general guidelines for the Board as it considers the introduction of a new corporate service or the expansion of an existing service. The responsibility for developing a proposal for a new service or evaluating opportunities for the significant expansion of an existing service is delegated to the Board. Any proposal from the committee shall be subject to Board approval. The Board shall set such requirements and guidelines for the committee, as it deems necessary before it considers a proposal. Such requirements shall normally include, but not be limited to:
 - a. Details regarding how the service will benefit AMS members and why the AMS is the most suitable body to provide this service.
 - b. Financial analysis of the service's expected contribution to AMS overhead costs
 - c. How the service fits into the operations of the entire Corporation
 - d. A listing of expected managerial and staff positions to be offered
 - e. Supporting research
 - f. Timelines
 - g. Preliminary budget
6. In assessing the potential viability of an AMS service, the Board shall normally consider both the non-financial and financial benefits the service provides. Non-financial benefits derived from a service to be considered may include, but not limited to:
 - a. Availability: The providing of services that would otherwise not be available.
 - b. Cost: An existing service may be available but is too expensive to adequately meet the needs of Society members.
 - c. Convenience: An existing service may be available and inexpensive but is either inconveniently located or unsuitably scheduled or designed to serve Society members.
 - d. Security of Supply: An existing service may be available at a reasonable price and convenient but in danger of being withdrawn. The Board in this situation would have to weigh the relative importance of the service to the members, the inconvenience created by its possible withdrawal against the financial burdens of replacing that service, while taking into account the start-up costs and the long-term operational feasibility of providing such a service.
 - e. Satisfaction: An existing service may be available, inexpensive, convenient and secure in supply, yet the quality of the service may not adequately satisfy Society members.
7. Financial benefits derived from a service to be considered may include but not limited to:
 - a. Corporate Financial Return: The net return generated by a service run by the AMS.
 - b. Individual Financial Return: Any salaries or payments supplied to individuals involved in the conception and design, the administration, or the operation of any AMS service.
8. Additionally, AMS Services should be expected to maximize the level of opportunity and experience for the students involved in the conception design, administration, or the operation of service. Non-

financial benefit, corporate, and individual financial returns are to all be evaluated with respect to the Corporation's double bottom line.

9. At the time of a new service opening, the Board shall determine an appropriate introductory period during which time it is expected that both capital costs and operating deficits will be absorbed by the AMS.

Closure of Services

10. In assessing the viability of an AMS service and whether or not it should be closed, the Board shall normally consider both the non-financial and financial benefits the service provides. Non-financial benefits derived from a service to be considered may include, but not limited to:
 - a. Availability: The providing of services which would otherwise not be available.
 - b. Cost: An existing service may be available but is too expensive to adequately meet the needs of Society members.
 - c. Convenience: An existing service may be available and inexpensive but is either inconveniently located or unsuitably scheduled or designed to serve Society members.
 - d. Security of Supply: An existing service may be available at a reasonable price and convenient but in danger of being withdrawn. The Board in this situation would have to weigh the relative importance of the service to the Society's members, the inconvenience created by its possible withdrawal against the financial burdens of replacing that service, while taking into account the start-up costs and the long-term operational feasibility of providing such a service.
 - e. Satisfaction: An existing service may be available, inexpensive, convenient and secure in supply, yet the quality of the service may not adequately satisfy Society members.
11. Financial benefits derived from a service to be considered may include but not limited to:
 - a. Corporate Financial Return: The net return generated by a service run by the AMS.
 - b. Individual Financial Return: Any salaries or payments supplied to individuals involved in the conception and design, the administration, or the operation of any AMS service.
12. Additionally, AMS Services should be expected to maximize the level of opportunity and experience for the students involved in the conception design, administration, or the operation of service. Non-financial benefit, corporate, and individual financial returns are to all be evaluated with respect to the Corporation's double bottom line.
13. With respect to accumulated deficits, a business must be able to cover all of its costs. This must be on a long-term basis and not simply the result of a yearly fluctuation. A permanent, recurring, material deficit should not be tolerated. If it is small, it should be corrected without shutting down the business, if it is too large to be corrected in any way, the business should be closed.
14. At the time of a new service opening, the Board shall determine an appropriate introductory period during which time it is expected that both capital costs and operating deficits will be absorbed by the AMS. After that time, the long-term self-sufficiency stipulation would apply. A suitable definition of this condition is that after the designated introductory period, a service should operate at least at

break-even. If a service cannot perform at a break-even pace over this period, the service should be modified or closed. More generally, if the criterion for the opening of a service is not being satisfied, the Board should then subject the service to a formal review.

Section 8: Intra-Board Relationships

1. The purpose of this policy is to set out guidelines as to when the Assembly should be given the right of input to a Board decision prior to that decision being made. The policy is intentionally vague as different Boards and Assemblies will differ in the amount of information and reporting that they feel is necessary. This document ensures that the required communication occurs without locking either of the bodies into time-consuming and potentially unnecessary reporting procedures.
2. In interpreting By-law 3.8.5, the Board should consider what issues legitimately warrant discussion before a decision is taken to the representative forum provided by Assembly. Without in any way limiting the scope of this inquiry, the following factors should be taken into consideration when looking at a particular issue:
 - a. its materiality to the Society and;
 - b. whether it sets a precedent and/or;
 - c. whether it is non-recurring.
3. If for reasons of urgency it is, in the opinion of the majority of the members of the Board, impractical to delay a decision so that the Assembly can exercise a right of input, the Board may make the decision without Assembly's input.
4. If the Board exercises its discretion as provided for in Section 2, a full report must be given at the Assembly's next meeting to the extent that the details do not remain confidential, as determined by the Board.
5. Policies falling exclusively under the Board's jurisdiction include:
 - a. The Employee Policy and Procedures Manual
 - b. The Permanent Staff Policy Manual
 - c. The Board of Directors Policy Manual
 - d. Corporate By-laws (subject to the requirements set out in By-law 17);
 - e. The Hiring and Appointment Policy and Procedures Manual
 - f. Budgets and goal plans for all AMS services, offices, and consolidated operations.
 - g. Budgets for restricted funds
 - h. Student Activity Fee Policy
 - i. Investment Policy Statement
 - j. Information Management Policy
6. Positions ratified under the Board's jurisdiction:
 - a. Head managers and assistant managers for AMS corporate services
 - b. Officers (who are subject to further ratification by Assembly)

Section 9: Shareholder-Board Relationships

1. This section has been crafted in response to a lack of corporate policy dealing with risk management. The forthcoming policy is meant to set guidelines for the relationship between the Corporation and the Member Societies of the AMS as it deals with the provision of AMS insurance and risk-mitigating or generally provided services.
2. For the purposes of this policy, any such reference to “Member Societies” should be interpreted as a reference to the various Faculty and other societies as articulated in the Constitution of the Society and By-laws.
3. The overarching principle of this policy shall be to balance the need for the Corporation to engage in management of its legal liabilities while still allowing for the provision of adequate programs and services to and by the Member Societies.
4. The Board recognizes that the provision of insurance and risk-mitigating services contributes to the social mandate of the Corporation.
5. Responsibility for risk management ultimately falls on the Board and its Directors. However, the General Manager and the President shall normally handle the day-to-day affairs of the Corporation with respect to risk management as it involves Member Societies.
6. Given the social value of these services, the General Manager, the executive, and Controller shall work to extend insurance, support and services to mitigate risk to Member Societies. Exceptions to this extension are when there are violations of the AMS’ risk management policies, or if there is limited capacity for the AMS to take on the additional work.

Memorandum of Understanding

7. At the beginning of their term, the AMS President shall sign a Memorandum of Understanding with each of the of the Member Societies.
8. The Memorandum shall list any and all programs and services the Member Societies may take on and the terms and conditions associated with AMS insurance or services for those activities.
9. Services provided to Member Societies may include, but shall not be limited to the following:
 - a. Insurance (event coverage, media insurance, capital asset, etc.)
 - b. Mail
 - c. Email servers and the use of web applications
 - d. Handling and remittance of fees
 - e. Access to Queen’s StuCons
 - f. Use of space.
10. The Memorandum shall allow the AMS Executive and the General Manager or designate to terminate the agreement in whole or in part given appropriate notice.
11. The Memorandum shall require Member Societies to engage in event sanctioning for events under their purview that involve high-risk activities as determined by the President (in consultation with the

Vice-President University Affairs) and General Manager in conjunction with the Finance and Risk Committee. These may include, but shall not be limited to the following:

- a. Service of alcohol
- b. Potential for consumption of alcohol before and/or at the event
- c. The employment of Queen's StuCons or other security services
- d. Physical exertion
- e. Travel off-campus or use of vehicles.
- f. Any activity involving people who are under 18 years old at the time of the event, provided they are not Queen's students

12. The Memorandum shall include any charges and/or fees that are describe in the Accountability section below.

Accountability

13. Member Societies shall be required to pay in exchange for the listed services.

14. The Board shall strive to hold the President and General Manager accountable for their decisions made regarding risk management and Member Societies. This shall be accomplished through reporting to the Finance and Risk Committee.

15. The Finance and Risk Committee shall receive reports of:

- a. Any severing of the Memorandum of Understanding between the AMS and a Member Society
- b. Violations of the Memorandum by Member Societies
- c. Any complaints of a violation on the part of the AMS
- d. Refusal to extend insurance coverage to Member Societies

Part B: Board of Directors Meetings

Section 1: Administration

1. The Board Chair is to provide notice of a regular Board meeting to all members at least one month in advance of that meeting (unless there are extenuating circumstances as determined by the Board Chair that reduce the notice to a minimum of 14 days; in this event a summary reasoning shall be provided by the Chair in advance of or at the beginning of the meeting). These dates are considered notified with the passing of each Semesters Governance Calendar as outlined in Pt A. s.2.3.

2. All officers of the Corporation as defined in the By-laws are required to submit monthly reports to the Board at regular scheduled open session meetings.

- a. All committee chairs are responsible for submitting a report to the Board during a regular scheduled open session meeting at least once in the month following any month in which a committee meeting was held

3. At each open and closed session, the Chair is responsible for:

- b. Preparing an agenda for every meeting and ensuring that the agenda and associated materials are available to Board members via Board drive, five (5) days in advance of the scheduled meeting (including non-business days). The Chair, at their discretion, may accept minor changes to the agenda no later than 72 hours prior to the scheduled board meeting.
 - i. The agenda is formatted to begin with calling the meeting to order, followed by a reading of the Land Acknowledgement, and then approving the Consent Agenda.
 - ii. Upon completion of the steps outlined in Pt B. s.1.2.a.i., the Chair will enter New Business. In the event of a report being pulled from the Consent Agenda, it shall be discussed prior to entering New Business.
- c. Each agenda shall be prepared with a Consent Agenda; the consent agenda is to improve productivity and functioning of the Board while not sacrificing integrity and oversight. All items of the consent agenda automatically include the approval of the agenda, meeting minutes, and receipt of reports.
 - i. Other items considered old business that the Chair determines may not require expansive discussion may enter the item onto the Consent Agenda, with approval from the presenter/mover of the motion.
 - ii. All board members (voting and non-voting) may request to “pull” items from the Consent Agenda to the regular agenda; this is a right of the members of the Board and cannot be challenged. Following a request to pull an item into the regular agenda, it shall be added to the agenda for following regular agenda procedures.
4. All administrative aspects of the Chair’s responsibilities may be assigned to the Vice Chair at the discretion of the Chair.

Section 2: Rules of Order & Quorum

1. . The Board Chair enforces formal or informal rules of order, such as Robert’s Rules, as deemed appropriate to ensure meetings are conducted effectively. The Chair is responsible for guiding discussion, bringing the Board to consensus, and maintaining a speakers list.
2. Quorum for Board meetings, as defined in By-law 3.6, applies to all regular Board meetings and committee meetings as required to convene, adjourn, or address agenda items. If quorum is not met, any voting director may request that an item from the meeting be re-voted on or reintroduced at a subsequent meeting where quorum is established. This provision applies to entire meetings or portions of meetings where quorum was not achieved.

Section 3: Meeting Minutes and Use of Assistive Technology

1. The Chair is responsible for reviewing the minutes of each Board meeting and ensuring they are included in the following meeting’s agenda package.
 - a. Following its approval of minutes at a Board meeting, the Corporate secretary shall file the version of the minutes that have been signed by the Chair into a meeting minutes folder

under the Boards Secretary files. This is for future audit purposes and is titled “Minutes Folder for Audit”.

2. The use of assistive technology software (i.e., Meeting Insights) approved by the Board or its authorized operating committee(s) are permitted and shall be set to deliver all meeting information collected to the Chair..
 - a. Tools such as Meeting Insights, or similar platforms, are primarily intended to assist with minute-taking. The Board recognizes, however, that due to the volume of information received, the size of the organization, and turnover among directors, future directors, particularly the Chair, often rely on past minutes and documents to understand previous Board positions and decisions. These records support project planning, internal management inquiries, and ensure compliance with Board policies.

It is encouraged, following the completion of meeting minutes, to export the Meeting Insights transcript and recording of the meeting. These files should be stored in the Board’s SharePoint “Secretary” folder, under “Transcripts and Recordings,” for immediate access by the Board Chair, Secretariat, and Vice-Chair, and made available to other directors upon request. These transcripts and recordings are not fully reviewed and may contain inaccuracies; therefore, they are not considered official Board documents and shall remain confidential. The Chair as empowered in By-law 4.2.7. which authorizes to delegate the minute taking/scribing to another person. This delegated person shall generally be the Secretariat unless determined otherwise by the Board Chair and as permitted in the By-law 4.2.7.
3. The minute taker shall ensure meeting minutes capture the minimum of the following and follow the “Meeting Minute Template” as kept in the Board Governance Folder under the templates sub-folder;
 - a. The attendance card table that includes all attendees' names, voting status, and attendance status (in-person, online, or absent).
 - b. The minutes should follow a format for order of each item on the agenda (or the order the items were addressed given any changes to the order of items on the initially approved or communicated Agenda; this should be noted ahead of any adjusted ordered items). Every item is to include any motions or descriptions as provided in the agenda, a background on an item (for non-procedural items), outlines of any attachments in relation to the item, list the mover and seconder of the motion, and the presenter of the motion.
 - c. The minutes should capture within each item on the agenda; any questions, concerns, suggestions, or noted statements with the corresponding initials or position name indicating who posed the question, concern, suggestion, statement etc. This should be followed by a semi-detailed summary of the (any) Board’s conversation stemming from a director’s questions, suggestions, concern, etc. It should always ensure to close off with the concluding majority opinions of the Board that was agreed on and made group consensus to prior to the voting taking place, this is especially important in being able to understand in future times the context, nuances, or stipulations that were provided prior to a motion’s approval or failure.

- d. For when voting on an item occurs (a “motion”) that requests Board approval; the voting results should be recorded in the minutes as below;
 - i. At the end of each item described and having minutes taken on, list whether overall the motion failed or passed, as well the count of vote. The count of the vote should follow the number in favour, the number against, and then the number of abstentions (For example, 7-4-1 would mean 7 in favour, 4 against, and 1 abstention)
 - ii. Where no voting member abstains or votes against a motion the minutes should state in substitution of the count as provided above, instead with writing the following “The motion passed unanimously”.
 - iii. Where any voting member abstains, the Chair is responsible to clarify if the abstention would like to be noted for the minutes and if there are any abstention statement wished to be noted. Noted abstentions shall be provided below the motion outcome alongside initialed statements.
 - e. The minutes should capture the convening and adjournment times of the meetings. The adjournment item should note in addition to the time and it being moved by the Chair, is the seconder of the motion that validates the adjournment.
4. The minute taker shall ensure the meeting minutes of a Board meeting are submitted for review by the Board Chair within two weeks following the Board meeting.

Section 4: Summer Board Meetings

1. The following are established to maximize the effectiveness of Board meetings during the summer months.
 - a. Summer Board Scheduling Policy:
 - i. All Summer Board meetings will be set before the end of term of the prior academic year.
 - ii. The incoming Chair will ask Directors if they can commit to the specified dates.
 - iii. There will be at least four (4) meetings of the Board over the summer, as determined by the incoming Chair. The goals for these meetings are to:
 1. Review and approve goal plans for the services and offices by end of June.
 2. Society funds allocations shall be approved no later than by the end of June alongside the draft Budget of the Society.
 3. Review and approve service and office department budgets and AMS capital expenditure proposals for the fiscal year by the end of July.
 4. Review and approve the Consolidated Restricted Funds Budget by the end of July. This shall also include approval of the Board Budget.
 5. Review and approve the AMS General Office Goal Plan and Budget by the end of July.
 6. The Board shall review and approve the AMS Consolidated Operating Budget by the end of August. As a best practice, the Executive and Board should make

every effort to approve the budget by the July Board meeting or via e-vote. This recognizes that the Consolidated Operating Budget represents an amalgamation of previously Board-approved budgets, as outlined in Part B, s.4.1.iii.

7. Review and approve Board Committee Goal Plans, Timelines, and Appointments (May Board Meeting).
- b. Summer Board Communication Policy:
- i. All Summer Board meetings scheduled will be required to receive an extra 72 hours of notification and receipt of the agenda; to ensure adequate preparation of review for larger documents like budgets and goal plans. This additional time is added to the time outlined in Pt. B. s.1.3.
 - ii. Appendices associated with items of the agenda, at the discretion of the Chair may be submitted no less than five days prior to the scheduled Board meeting.

Section 5: Closed Session Meetings

1. The AMS Board reserves the right to enter closed session, subject to approval by a 2/3 majority vote.
2. Closed session minutes will be kept by the AMS Office of Internal Affairs and will be considered confidential.
3. Minutes from closed session Board discussions are to be taken by the AMS Secretariat, reviewed and approved by the Board and then kept on the AMS Board OneDrive site.
 - a. The Secretariat will only record the essential facts, reasoning and outcomes of each closed session item. No names will be attached to any of the relevant comments that are recorded.
 - b. In the absence of the Secretariat, the Vice-Chair of the Board shall take minutes for closed session meetings; in the absence of the Vice-Chair of the Board, the Chair shall take minutes for closed session meetings.
4. Special closed session minutes will be password protected, and passwords should be kept with the Chair, Vice Chair, the General Manager, and Information Officer.

Part C: Board of Directors Committees

Section 1: General Terms of Committees

1. Standing Committees are permanent committees of the Board established to address specific issues. The Board is responsible for setting the strategic direction of, and approving work plans for committees. Committee Chairs are responsible for providing regular progress updates following **Pt B.s.1.2.a.** to the Board and scheduling regular meetings in coordination with the Vice Chair and Chair for the semester's Governance Calendar as outlined in **Pt A. s.2.3.**

2. The Committee Chair shall present all recommended or endorsed motion items from the Committee to the Board Agenda; this can include but not is limited to, the Final Copy of Policies to be reviewed, Project proposals, restructure proposals, annual reports, High-concern items of discussion.
3. . Standing Committee Chairs are responsible for maintaining order and enforcing formal or informal rules of order, such as Robert’s Rules, as deemed appropriate to ensure effective meetings. The Committee Chair is responsible for guiding discussion, bringing the committee to consensus, maintaining a speakers list, delegating tasks to management, staff, or student directors, and completing committee work as required.
 - a. Any motion items on the agenda shall require unanimous consent of all committee voting members to be considered passed.
4. Quorum for committee meetings as outlined shall be 50% + 1 of the total voting members of the committee. Consideration of any missing non-voting members shall be done prior to any approval motions.
5. Standing Committee Chairs have the authority to strike ad-hoc committees for matters that fall under the responsibilities of the committee that require further focus, resources, and/or attendance.
6. Standing Committees have the authority to establish working groups under the Committee, specific to meeting responsibilities of the Committee and allowing for departmental and external collaboration with the Board.
7. Agendas of each committee meeting shall be made following the same standards set out in Pt B. s.1.3.
8. Meeting minutes of each committee shall be taken by the Committee Chair and follow standards set out in Pt. B. s.3.4. and may use assistive technology as permitted in Pt. B.s.3.2.
 - a. Approval of the committee meeting minutes shall be set on the agenda at the next committee meeting. Upon approval, signing by both the Committee Chair and Board Chair shall occur prior to completing the filing processes set-out in Pt B.s.3.1.a.
9. Summer committee meetings are exempt from the requirements set out in Pt B. s.4.1.b.
10. The Chair of each committee is required to complete a transition manual prior to the end of their term that follows the template and guidelines outlined by the Chair of the Board. This transition manual must summarize the work completed during the year and identify any foreseeable challenges and tasks for the coming year.

Election of Committee Chairs

11. The Standing Committee Chairs shall be self-nominated and elected or appointed by the incoming Board every May at the first meeting of the Board. The incoming Chair of the Board shall decide and notify the Board of the election procedures prior to the May meeting and facilitate the election of Standing Committee Chairs. They shall generally follow as set;
 - a. The incoming Chair shall provide a two-week period following the onboarding Board meeting and up to two weeks prior to the May scheduled Board Meeting for Student Directors

(excluding the Chair and Vice-Chair) to submit a form to the Chair that indicates the committee assignment preference order of up to three for both regular committee assignment and committee chairing.

- b. Following this, the Chair will review all submissions and identify any committee chair candidacy requiring an election at the May Board meeting and committee chairs that do not require an election but an appointment motion. The Chair may reach out to student directors informing of any alternative (but not primary) option that would not require an election for chair if the Student Director would prefer the alternative option for chairing.
 - i. The Chair shall work to allow for as many, or ideally all student directors to hold one of the positions of Committee Chair; excluding Chair of the Board and Vice-Chair of the Board. The Chair and Vice-Chair shall refrain from Chairing standing committees to allow for adequate effort and focus to the main responsibilities of those roles and allow for opportunities and further focus from other directors in the areas they are passionate about.
 - ii. Following confirmation from student directors on preference for a chair position and any elections required, the incoming Chair of the Board shall inform all nominees of any elections, of the process set out below, including what they may develop, and that they may send to the Chair of the Board for release 24 hours upon sending of this email a Committee Chair candidacy one pager.
 - c. After confirming the intent and preferences of student directors for chair positions and identifying any required elections, the incoming Chair of the Board shall inform all nominees of the election process. Nominees may prepare a Committee Chair candidacy one-pager and submit it to the Board Chair for release within 24 hours of receiving this notification.
 - d. Upon completion and review of the forms described above, the incoming Board Chair shall send the Committee Chair election form link to all voting Board members no less than 48 hours prior to the May Board meeting. Voting members must complete the form at least 8 hours before the meeting. The incoming Board Chair shall compile the results and ensure they are ready to announce to the nominees at least four hours before the May Board meeting.
 - e. Upon completion and review of the forms described above, the incoming Board Chair shall add a motion to the May Board agenda to appoint each Committee Chair for positions that do not require an election.
 - f. Upon completion of any committee chair election results; the Chair shall have the committee assignments motion outlined in an attachment ready in time for the May Board meeting that approves the compositions for the current operating year's committees.
12. . The Board of Directors' Nominating Committee is responsible for assigning Community Directors to committees during the nomination process, with each Community Director assigned to a minimum of two committees upon ratification. Community Directors will serve on their assigned committees

for the duration of their term, unless they request reassignment, which may be considered by the Board Chair.

Goal Plans and Timeline Approvals

13. Committee annual goal plans and timelines should be made for all standing committees excluding the Audit Committee and the Rapid Response Committee given their nature and frequency.
14. Annual committee goal plans are to be approved every year no later than the regularly scheduled June Board Meeting. They shall follow the following development steps;
 - a. The outgoing Board Chair and Committee Chair will ensure to maintain an updated and draft version of a Committee Goal Plan and Timeline document that is filed with the transition manual for the incoming Board Chair. It should maintain information as outlined in the following point b.
 - b. The Chair of the Board shall begin in May the goal plans for each committee; they shall contain in their draft;
 - i. Copy of committee responsibilities and membership structure from the committee terms of reference.
 - ii. Membership contact table (Position, Name, Email)
 - iii. Goals overview; this should ensure to meet all responsibilities outlined in the current terms of reference, include all concurrent projects as outlined in the Committee Transition Manual, and any action items or remaining steps as produced by Board received reports including the yearly Risk Register Report, the Annual Board Self-Evaluation, Risk Assessments, Committee End of Year Reports themselves, or existing motions from the Board for the Committee to complete etc.
 - iv. Timeline table outlining project start to completion months for the year and months of completing committee tasks.
 - c. The Chair of the Board shall meet with the Student Directors in May to collect feedback and facilitate discussion on ideas or proposals of projects for a respective committee that year. If any, these should be incorporated to the best ability considering timelines, capacity, and financial resources within the goals overview section of the initial draft.
 - i. It is best in these meetings that the student director be shown and guided through briefly each goal's overview section and timeline for the committee goal plans and timelines to collect feedback, respond to questions, and note down suggestions.
15. Committee timelines should be displayed in a table format as a section within the Committee Goal Plan; and should correspond to committee projects and task completion month by month as outlined in the drafted Committee Goal Plan's goals overview section. This timeline is not for the dates of the committee meetings themselves but projected start and completion months of a project or a task. Specific dates of the committee meetings themselves are outlined in the Governance Calendar.

16. Understanding the timeline of Board meetings, as well the consultative and discussion-based meetings required, the Board Chair may request and delegate steps for specific or all committees goal plans and timelines to the Board Vice-Chair for review by the Board Chair.
17. In a regularly scheduled Board meeting, or in specific cases as deemed necessary by the Board Chair, an e-vote; the Board Chair shall set an item on the agenda for approval of the Committee Goal Plans and Timelines following Summer Board Meetings policy. The item shall be set following the appointment and/or election items of Committee Chairs on the agenda. Upon approval, it is deemed the respective Committee Chairs are responsible alongside the Board Chair to ensure it completion through fulfilling the roles of the Committee chair as set out in this Policy Manual and other Board approved policies.

Section 2: Annual Report Editorial Board

1. The AMS Annual Report's primary purpose is to provide an annual, objective presentation of the previous year's results of Society operations. The annual report will present a summary of each major commission/service's mandate combined with both a qualitative review and analysis of their programming, and a quantitative presentation of the condensed financial statements. It is crucial that the primary focus of the report be a review of the initiatives, projects, and financials of the previous fiscal year as well as any long-term projects. Any costs associated with the production of the Annual Report will be provided for in the Board's budget, and the report shall be made available online to all Society members.
2. Annual Report Editorial Board composition shall be as follows:
 - a. Communications Director (Editor-in-Chief)
 - b. Vice President Operations
 - c. AMS President
 - d. Chair of the Board
 - e. Information Management Specialist
 - f. General Manager
 - g. Controller
3. The Communications Director will serve as the Editor-in-Chief of the Annual Report and be responsible for the production, as included in the job description of the position.
4. Members of the Annual Report Editorial Board are expected to contribute to the production process where appropriate, ultimately approving the report prior to its publication.
5. The Board ensures that the report is accurate, complete and grammatically correct.
6. The timeline for the report shall be as follows for terms of this committee:
 - a. The outgoing Communications Director shall collect and edit end-of-year reports from all Commissioners, Officers, and Directors by the end of March.
 - b. The Annual Report Editorial Board shall meet before the month of September to edit, approve, and/or reject the presented draft reports. Once the content is approved, the reports must be passed down to the incoming Communications Director, as it will be their duty to

conduct the layout process during the summer. The Annual Report Editorial Board may inquire about the status of draft reports prior to the end of the year in April, but a meeting is generally difficult given timelines in April.

- c. The Annual Report Editorial Board timeline for the year shall be approved at the May Board meeting and be set by the Board Chair in collaboration with the Communications Director. It should include the timeline for all steps of development, approval, and disbursement of the Annual Report.
 - d. The draft Annual Report shall be presented to the Annual Report Editorial Board no later than September 30th. At this point, the Editorial Board will approve or reject the presented draft Annual Report.
 - e. Following which, the Annual Report should be presented to the Audit Committee of the Board for approval (end of October to beginning of November), along with the draft audited financial statements. Finally, the Annual Report and draft audited financial statements should be approved by the Board by the November Board meeting before being made available to the Members of the Corporation. The expenses for the Annual Report production and release are coded to the Communications Office.
7. The final Annual Report (with the draft financial statements) should be made available to the members of the Corporation prior to the Special General Meeting. Once the financial statements have been approved at the Special General Meeting, the finalized report shall be published online and be made available to the general public.
 8. In an effort to engage past Board members and build the Board's alumni network, the President should forward an online copy of the Annual Report to previous members of the Board of the last five years. The Chair or Vice Chair of the Board may assist the President in this effort where necessary.

Section 3: Audit Committee

1. The Audit Committee shall make recommendations to the Board on matters related to the independent external audit process, including recommending the appointment, and assessing the performance of, the external auditor.
2. The Audit Committee is composed of the following voting members;
 - a. Chair of the Board (who will Chair this committee)
 - b. Three Student Directors (none of whom is the Vice-Chair)
 - c. One Non-Student Director
 - d. Vice-President (Operations)
3. The Audit Committee is composed of the following non-voting members;
 - a. General Manager
 - b. Controller
 - c. Assistant Controller

4. The student and non-student directors of the Committee shall generally be the same as those of the Finance and Risk Committee.
5. The auditor is entitled to attend the meeting at the expense of the Corporation, if requested to appear by any member of the committee.
6. The Audit Committee is responsible for:
 - a. Reviewing audit proposal, scope, and costs, and recommending to the Board the appointment of an external auditor at the Fall Corporate General Meeting.
 - b. Reviewing the auditor's report and draft financial statements and recommending their approval to the Board prior to the approval at the Fall Corporate General Meeting.
 - c. Reviewing the auditor's management letter and referring any issues or concerns to the Finance and Risk Committee.
 - d. Meeting with external auditors as and when required.
 - e. Acting on other matters referred to by the Board as necessary.
7. This committee shall meet at least once in the Fall, typically in early October, to review audit results, develop actionable items, approve the annual financial statements for the previous fiscal year, verify the accuracy of the Annual Report, and recommend an auditor to the Corporate Special General Meeting for the current fiscal year.

Section 4: Finance & Risk Committee

1. The Finance and Risk Committee will make recommendations to the Board on matters related to the Corporation's financial management and reporting, including enterprise risk management, and will monitor the internal processes and controls of the Corporation.
2. The Finance and Risk Committee is composed of the following voting members;
 - a. Two Student Directors (one of whom shall be appointed Chair)
 - b. One to two Non-Student Directors
 - c. President
 - d. Vice President (Operations)
 - e. Chair of the Board
3. The Finance and Risk Committee is composed of the following voting members;
 - a. General Manager
 - b. Controller
 - c. Assistant Controller
 - d. The Vice-President of University Affairs is not required, but maintains the ability to attend all Finance and Risk Committees they deem necessary in addition to;
 - i. required attendance of presentation of Risk assessments and
 - ii. attendance requested by the Committee Chair or Board Chair on providing details and answering questions for Society funds in event of significant deviations.
 - e. Any additional member for advisory purposes, at the request of the Committee Chair.

4. The Finance and Risk Committee is responsible for:
 - a. Monitoring trends in the financial health of the AMS, including service performance, the adequacy of the AMS Membership Fee to fund government operations, and other financial drivers that the Committee deems pertinent.
 - b. Reviewing monthly financial results with a focus on the Services and General Office. The Committee must report issues of material underperformance or excessive spending to the Board.
 - c. Overseeing the Fee Allocation and Budget Manual compliance relating to the development of the Consolidated Budget, including cost allocations.
 - d. Overseeing financial management of all external and internal restricted funds.
 - e. Establishing and evaluating the effectiveness of the AMS's risk management framework and the status of the Risk Register.
 - f. Monitoring and ensuring proper management of risk within the risk categories designated by the Board.
 - g. Discussing with Management areas of significant risk exposure and the steps that Management has taken to monitor and address these risks.
 - h. Elevating unmanaged risks with a significant expected impact to the attention of the Board.
5. The committee shall meet monthly from July to April, or more frequently as determined by the Chair of the Committee. The Chair of the Committee shall ensure, while working with the Vice Chair on the semester's governance calendar, to coordinate with the Controller on what the process for financial statements review will be (i.e. The following month or the second month after etc.).
 - a. The Chair of the Committee shall also sit on the Assembly Finance Committee as the Board representative and ensure to communicate necessary updates to the Committee.

Section 5: Governance Committee

1. The Governance Committee shall work to ensure the effective functioning of the Board and AMS corporate governance; while ensuring to align corporate goals, strategy, and policy with shareholder (Society) goals, strategy, and policy.
2. The Governance Committee is composed of the following voting members;
 - a. Two Student Directors (one of whom shall be appointed Chair)
 - b. One to two Non-Student Directors
 - c. President
 - d. Vice President (Operations)
 - e. Vice President (University Affairs)
 - f. Chair of the Board
3. The Governance Committee is composed of the following non-voting members of the committee;
 - a. General Manager
 - b. I.T. Officer

- c. Secretary of Internal Affairs
 - d. Any additional member for advisory purposes, at the request of the Chair (e.g., Controller, Information Management Specialist, etc.)
4. The Governance Committee is responsible for:
- a. Overseeing a transition, orientation and training process for new Directors.
 - b. Overseeing and providing feedback to the Chair and Vice Chair for ongoing Board, committee, and student director wide professional development and informational sessions on relevant Board issues.
 - c. Performing an annual and mid-year Board self-evaluation and developing a summary two pager.
 - d. Regularly reviewing the Corporate By-laws, Board Policy Manual, and any other governance documents that the Board deems appropriate for review.
 - e. Monitoring trends in student association governance at peer institutions.
 - f. Regularly initiating and outlining any engagement with the Assembly on matters of Assembly-Board jurisdiction, this engagement shall be conducted by the Chair of the Board and/or President.
 - g. Regularly reviewing the distribution of governance responsibilities across the Corporation and Society, including committee mandates and composition, the need for new policy documents or disposal of outdated policy, and Assembly-Board jurisdiction.
 - h. As per policy, this committee will review the Sustainability and Equity policies' Goal Plan for each office and service.
5. The committee shall meet monthly from July to April, or more frequently as determined by the Chair of the committee.

Corporate Equity Working Group

- 6. The Equity Working Group (EWG) shall serve as a working group of the Board's Standing Governance Committee; dedicated to fulfilling the corporate role of the Society's Equity Policy by advancing institutional commitments to Indigenization, Equity, Diversity, Inclusion, Accessibility, and Anti-Racism (I-EDIAA) across the Corporation's Board governance, operations, and services.
- 7. It shall provide recommendations to Board Committees and/or the Board; to ensure that corporate decisions, policies, and planning reflect the AMS's legal and moral obligations and alignment with relevant provincial, University and Assembly frameworks, including but not limited to the Ontario Human Rights Code (OHRC), the Accessibility for Ontarians with Disabilities Act (AODA), the Assembly Equity Policy, and the Principles and Positions Policy.
- 8. Responsibilities of the working group shall include;
 - a. Ensuring alignment of AMS Corporation I-EDIAA goals, decisions, plans and actions with those of the AMS Society
 - i. The Working Group shall oversee the execution of the AMS Multi-Year I-EDIAA Action Plan as it pertains to the AMS Corporation

- ii. The Working Group shall receive and review the Consolidated Equity Progress Reports, as it pertains to the Corporation, from the SIC-Internal, and provide an update on the progress of the Corporation's I-EDIAA initiatives to the SIC-Internal by March 15th to inform the creation of an AMS Annual Equity Report for April Assembly.
 - b. Receiving and addressing gaps and recommendations towards the Corporation's commitment and fulfillment of I-EDIAA goals and principles
 - c. Recommending the solicitation of feedback from equity-deserving AMS members through the Equity Policy (Section D: Recognition Policy) to promote equitable practices in the Corporation
 - d. Writing, implementing, monitoring and reporting on the progress of the AMS Corporation's Multi-Year Accessibility Plan, and the legislated accessibility compliance reports, in consultation with persons with disabilities
 - e. Receiving the report on the AMS Culture and Equity Survey by the end of January from the SIC-Internal and Human Resources Officer
 - f. When necessary, forming the Equity Steering Committee with members from the AMS Assembly's Equity Advisory Committee for the revision of the AMS Multi-Year I-EDIAA Action Plan, at least every three years
 - g. The Equity Working Group shall meet at least once in the Summer and at least monthly during the academic year, or more frequently as required to fulfill its mandate.
 - h. A summary of annual activities and key recommendations shall be included in the Board's Annual Report.
9. Equity Working Group is composed of the following members;
- a. Voting:
 - i. President
 - ii. Chair of the Board
 - iii. Vice-President (University Affairs)
 - iv. Chair of Governance Committee (Vice-Chair of EWG)
 - v. Chair of Personnel Committee
 - b. Non-Voting:
 - i. General Manager
 - ii. Commissioner of Social Issues (Internal) (Chair of EWG)
 - iii. Secretary of Internal Affairs
 - iv. Any additional member, at the request of the Chair of EWG; including but not limited to directors, officers, other executive(s), and other Social Issues Commission staff.

Section 6: Investment Committee

1. The Investment Committee is responsible for the oversight and performance review of the AMS Investment Advisors and the AMS's investment funds. The Committee will also make recommendations to the Board on matters relating to the AMS Investment Policy and ensure its compliance, contained in the Board Policy.
2. The Investment Committee is composed of the following voting members;
 - a. Two Student Directors (one of whom shall be appointed Chair)
 - b. One to two Non-Student Directors

- c. President
 - d. Vice President (Operations)
 - e. Chair of the Board
3. The Investment Committee is composed of the following non-voting members;
 - a. General Manager
 - b. Controller
 - c. Assistant Controller
 - d. Any additional member for advisory purposes, at the request of the Chair
 4. The AMS Investment Advisor – CIBC Wood Gundy, The JJM Investment Group is entitled to attend the meeting at the expense of the Corporation, if requested to appear by any member of the committee. Additionally, refer to the IPS Part A. s.5.3. regarding introducing the new Investment committee to the Investment managers.
 5. The Investment Committee is responsible for:
 - a. Maintaining an understanding of the legal and regulatory requirements and constraints applicable to the investments and keep the Board fully apprised of these.
 - b. On a bi-annual basis, reviewing the Investment Policy Statement (IPS) and making appropriate recommendations to the Board regarding its amendment.
 - c. Formulating specialized instructions and mandates for the Investment Manager which will derive from, reflect and be consistent with the provisions of this IPS.
 - d. Regularly monitoring performance and compliance with this IPS and report on these matters to the Board.
 6. The committee members shall meet four times per year as outlined in the IPS following all quarterly report calls; typically, in August, November, February, and April. More meetings may be scheduled if the review of the IPS is set for the coming year.

Section 7: Personnel Committee

1. The Personnel Committee is responsible for the oversight, review, and establishment of policy and remuneration pertaining to all student and permanent staff and volunteers of the AMS.
2. The Personnel Committee is composed of the following voting members;
 - a. Two Student Directors (one of whom shall be appointed Chair)
 - b. One to two Non-Student Directors
 - c. President
 - d. Vice President (Operations)
 - e. Vice President (University Affairs)
 - f. Chair of the Board
3. The Personnel Committee is composed of the following non-voting members of the committee;
 - a. General Manager
 - b. Human Resources Officer

- c. Payroll and Benefits Officer
 - d. Controller
 - e. Any additional member for advisory purposes, at the request of the Chair
4. The Personnel Committee is responsible for:
- a. Regularly reviewing and updating AMS human resources policies for recommendation to the Board for approval.
 - b. Receiving regular updates from Management with respect to the administration of AMS human resources policies.
 - c. Discuss with Management significant human resources issues faced by the AMS.
 - d. Reviewing the creation of job descriptions for all remunerated positions and referring to Board for final approval.
 - e. Maintaining and ensuring compliance with the AMS Restructuring and Compensation Grid Framework
 - f. Submitting immediate written notification to the Board of any changes or updates made to any job description, which have an impact on remuneration or a change in reporting.
 - g. Reviewing the remuneration framework and specific wage, salary, and honoraria rates and recommending any changes to the Board for approval following the framework.
 - h. Monitoring and ensuring proper management of risk within the risk categories designated by the Board.
 - i. Reporting to the Human Resources Officer the approval of personnel changes impacting payroll (typically undertaken by the Committee Chair)
5. The committee shall meet monthly from July to April, or more frequently as determined if required by the Chair.

Board Honorarium Tri-Review Committee

6. The Personnel Committee has a sub-committee that is immediately struck every three years or more frequently as deemed necessary by the Chair of the Board. The purpose of this sub-committee is to ensure the Board maintains adequate review of the student director honorarium's set out in the grid. These amounts are subject to final review and approval by the Board. The Board delegates the responsibility of compensation to the Personnel Committee as in Pt C.s.7.1. This committee is additionally required to ensure to review the honorarium in a manner that ensures compliance with legal standards on not-for profit director compensation.
7. The membership of this committee shall include all student directors that are one-year terms or in the last year of their term, the Vice-President Operations, the General Manager, the Controller, and the Human Resources Officer. The voting members of this sub-committee include those holding voting rights on the Board and/or personnel committee. The Chair of this sub-committee, as any sub-committee struck under the purview of a Standing committee, shall be chaired by the respective Standing Committee Chair.

8. The Board Honorarium Tri-Review Committee is responsible for:
 - a. Reviewing and analyzing the previous analysis report and developing a new analysis report reflecting current status on;
 - i. Listing and defining of general associated tasks;
 - ii. Hour estimates for responsibilities;
 - iii. External factors (inflation and financial pressures etc.) and internal factors (growth of the Corporation, attraction of student directors, security and reliance put on directors etc.)
 - b. The committee shall discuss and come up with proposals to adjust the honorarium grid following the below model:
 - i. Student Director Base Honorarium
 - ii. Standing Committee Chair Add-on Honorarium
 1. This is not included for the Investment Committee Chair or any committee chair assignments held by the Chair of the Board or any non-student director.
 - iii. Chair of the Board Add-on Honorarium.
 - iv. Vice-Chair of the Board Add-on Honorarium.
 - v. Special circumstance additional commitment One-time Honorarium; eligible for student directors only.
 - vi. Any adjustments to director benefits.
 - c. The committee shall ensure by the November committee meeting or one week prior to the November regular Board meeting (whichever is earlier) to have approved to bring to the Board a final analysis report and recommendation of the honorarium grid. The chair of the committee shall motion the approval at the November Board meeting or may include in the Compensation Grid approval to Board that occurs in November or December Board meeting.
 - d. The committee can request a legal consultation for purposes of further guidance on legal standards and requirements for director compensation in not-for profits, if the committee deems necessary with dual-approval from the Board Chair for costing the expense to the Board budget.
 - e. The committee chair shall ensure to maintain in the Personnel Committee folder that there is a file titled “Board Honorarium Review Reports” to be filed outside of any year specific folders and hold copies of the final board approved reports from each triennial review.
9. This sub-committee shall meet a minimum of monthly or more frequently as determined by the chair of the committee; during its mandatory convening years.

Section 8: Strategic Planning Committee

1. The Strategic Planning Committee shall develop short-term and long-term recommendations for all AMS programs and services and submit them to the Board as they are completed.
2. The Strategic Planning Committee is composed of the following voting members;
 - a. Chair of the Board (who will Chair this committee)

- b. Two Student Directors
 - c. One Non-Student Director
 - d. President
 - e. Vice President (Operations)
 - f. Vice President (University Affairs)
3. The Strategic Planning Committee is composed of the following non-voting members;
- a. General Manager
 - b. Controller
 - c. Information Technology Officer
 - d. Human Resources Officer
 - e. Any additional member for advisory purposes, as per request of the Chair; this may include the Operations Officer, Information Specialist, etc.
4. The Strategic Planning Committee is responsible for:
- a. Monitoring short-term changes (i.e. 1-3 years) to operating conditions affecting AMS finances and service capacity.
 - b. Monitoring long-term strategy (i.e. 4-10 years) for all AMS programs and services.
 - c. Establishing and monitoring Corporation-wide objectives, performance metrics, and goal planning.
 - d. Developing long-term recommendations based on AMS student feedback to determine what services and programs students will require from the AMS in 3 to 6 years.
 - e. Acting on other matters referred to by the Board as necessary.
 - f. Receiving a report following the most recent Branding Sub-Committee meeting by the Sub-Committee Chair.
5. The committee shall meet once per month from the month of August to the month of April. More meetings may be scheduled if determined by the committee chair.

Branding Working Group

6. The Branding Sub-Committee derives its goals from the Strategic Planning Committee's responsibilities and seeks approval of its business through the Strategic Planning Committee for all recommendations from the Branding Sub-Committee.
7. The Branding Sub-Committee will oversee, monitor and report on surveys and key events activities. By formalizing this committee, AMS ensures that branding remains a strategic, measurable priority, fostering consistency and accountability to strengthen its brand and increase awareness.
8. The Branding Sub-Committee is composed of the following members;
 - a. AMS President (Who shall fulfill the role of Chair of the meetings)
 - b. AMS Chair of the Board
 - c. AMS Board Student Director; who shall not be Chair of the Board
 - d. AMS Vice-President University Affairs or Designate

- e. AMS Vice-President Operations or Designate
 - f. Marketing Director
 - g. Communications Director
 - h. Market Research Analyst
 - i. General Manager
9. The Chair of the sub-committee is responsible for presenting all recommendations to the Strategic Planning Committee or the Board on behalf of the sub-committee.
- a. The Chair may be appointed by the Sub-Committee as by request of the AMS President or in their absence. This shall be limited to someone who is a current voting Strategic Planning Committee Member.
10. The Branding Sub-Committee is responsible for:
- a. Ensuring that AMS Board approved branding initiatives are reflected in surveys and key events activities where applicable
 - b. Monitoring the execution and progress of the AMS branding strategic goals established for surveys and key events, ensuring timelines and milestones are met
 - c. Overseeing the development, distribution, and analysis of surveys and feedback mechanisms to make informed recommendations and optimize branding strategies based on results
 - d. Developing and communicating a plan to present findings and recommendations from each survey to relevant stakeholders.
 - e. Providing guidance and training on AMS Branding Guides to services, commissions, and offices to ensure alignment with the AMS strategic plan and the maintenance of a consistent brand across all areas.
11. The Sub-Committee will meet frequently in the Summer to initiate survey and key events efforts and ensure preparedness for September. From September to April, meetings will be held bi-monthly to monitor and advance the planning and execution of surveys and key events according to the approved calendars. Additionally, semi-annual reports outlining progress, metrics, achievements, and recommendations will be submitted to the AMS Board in December and March each year.

Section 9: Rapid Response Committee

12. The Rapid Response Committee shall work on behalf of the Board to guide the AMS Executive and Senior Management team in response to urgent situations.
13. The Rapid Response Committee is composed of the following voting members;
- a. Chair of the Board (who shall chair this committee)
 - b. Vice-Chair of the Board
 - c. Chair of the Finance & Risk Committee
 - d. All Community Directors are eligible for this committee.
 - i. Depending on the situation, a maximum of two Community Directors shall be called when this committee convenes

- ii. Those same Community Directors shall sit on the committee until the situation has been resolved
 - iii. If more than one situation is being managed at the same time, different Community Directors may be called upon at the same time
 - e. President
 - f. Vice-President (Operations)
 - g. Vice-President (University Affairs)
- 14. Any member of the Rapid Response Committee who has an actual, perceived, or potential conflict of interest in relation to the matter under review shall declare the conflict and recuse themselves from deliberation and decision-making on that matter.
- 15. The Rapid Response Committee is composed of the following non-voting members;
 - a. General Manager
 - b. Director of Communications
 - c. Any other expert advisor, at the discretion of the Chair
 - d. For example, if the situation involves an employee, the Human Resources Officer should be invited
 - e. The Secretary of Internal Affairs should be involved if policy is at the core of the issue
 - f. The Controller if financial matters are primarily involved in the situation or are at the core of the issue.
 - g. The Corporate Lawyer can be present to advise if needed
 - h. Other Senior Managers can attend if the situation directly impacts their portfolio
- 16. The Rapid Response Committee is responsible for:
 - a. Creating and then reviewing and updating, where required, the AMS Rapid Response Framework yearly (updates should happen in the Winter term, or after an urgent situation is responded to, whichever comes first)
 - b. Presenting the Rapid Response Framework to Board in September of each year as an information item (or an action item if changes are being recommended)
 - c. Intervening on short notice when the AMS is facing a severe reputational or financial risk (severity to be determined by the Executive and the General Manager, in consultation with the Board Chair, using the Rapid Response Framework). Once an event has been deemed to require a rapid response, the Chair shall call the committee to meet within 24 hours,
 - d. Analyzing all aspects of the situation and communicating with stakeholders (if time allows) to get a sense of the scope of the pressing issue
 - e. Providing guidance on any official AMS response (internal and external)
 - f. Meeting regularly after the response to address further issues that may follow until clear direction and communication is completed
- 17. This committee shall meet once yearly (in-person and/or virtually, at the Chair's discretion) to review the Rapid Response Framework and make changes as needed. This meeting shall occur in the Winter

term or after an urgent situation is responded to, whichever comes first. They shall then meet as needed throughout the year to respond to situations that are deemed to necessitate a rapid response (within 24 hours of the event occurring). The committee would determine the number of subsequent meetings required. Every member present must sign a confidentiality agreement if they do not already have one, and the Chair shall remind every member present of their obligation to maintain strict confidentiality.

Contact person	<i>Chair of the Board of Directors</i>
Date of next review	<i>2029 – Every 2 Years After</i>
Related policies, procedures and guidelines	<i>Board of Directors Policy Manual</i> <i>Corporate By-Laws</i> <i>Articles of Incorporation</i> <i>Restructure and Compensation Grid Framework</i> <i>Risk Management Framework Procedure</i> <i>Investment Policy Statement</i> <i>Community Outreach Framework</i> <i>HR / Personnel Board Approved Policies</i> <i>*Any Other Applicable Policies (Board Approved)</i> <i>Society Only and Dual-Approval Documents:</i> <i>AMS Constitution</i> <i>AMS Student Activity Fee Policy and Procedure</i> <i>AMS Grants and Bursary Policy</i> <i>AMS Awards Policy</i> <i>AMS Sustainability Policy</i> <i>AMS Equity Policy</i> <i>AMS Clubs Policy</i>
Policies or Documents superseded by this policy	<i>Any Board or Corporate Policies; to the limitations of the Corporate By-Laws, Articles, and AMS Constitution.</i>

APPENDIX A: Director Planned Absences/Leave Table

Purpose: To document temporary delegation of responsibilities during planned or emergency leave, ensure continuity of governance, and record sign-offs.

B. Leave and Context

Field	Details
Director Name	

Board Role / Committee Roles	
Executive Director (Y/N)	
Type of Leave	<input type="checkbox"/> Planned <input type="checkbox"/> Emergency
Leave Start Date	
Leave End Date (or "Until Further Notice")	
Expected Availability During Leave	<input type="checkbox"/> None <input type="checkbox"/> Email only <input type="checkbox"/> Limited (specify hours/time zone): ____
Reason (optional)	

B. Scope of Delegation (Board Responsibilities)

Area	Delegate (Name/Role)	Scope / Limits	Notes
Board Meeting Participation (voice)*			Will you have someone present anything on your behalf? (Note this is not a proxy)
Committee Participation			Specify committee(s). What responsibilities will be delegated, covered, or delayed?
Agenda Setting & Item Sponsorship			
Document Review & Sign-off (non-financial)			Define thresholds and categories.
Risk & Compliance Oversight			
Special Projects / Dossiers			List projects and deliverables.

C. Information Access and Review

Field	Details
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Materials Access for Absent Director	<input type="checkbox"/> Full <input type="checkbox"/> Limited <input type="checkbox"/> None (explain): ____
Catch-up Requirement	<input type="checkbox"/> Review attachments and minutes for all missed meetings <input type="checkbox"/> Briefing call with Chair/Sec. by (date): ____
Interim Reporting Cadence	<input type="checkbox"/> Weekly <input type="checkbox"/> Bi-weekly <input type="checkbox"/> After each meeting <input type="checkbox"/> Other: ____
Primary Point of Contact During Leave	Name/Role: ____ · Email: ____ · Phone: ____
Conflicts of Interest Considerations	<input type="checkbox"/> None <input type="checkbox"/> Declared (describe): ____
Confidentiality Reminder Noted	<input type="checkbox"/> Yes (applies during and after leave)

D. Duration, Review, and Reinstatement

Field	Details
Delegation Effective Date	
Delegation Review Checkpoint	Date: ____ (e.g., midpoint of leave)
Reinstatement Trigger	<input type="checkbox"/> Return date <input type="checkbox"/> Board resolution <input type="checkbox"/> Chair confirmation <input type="checkbox"/> Other: ____
Conditions for Removal & Replacement	Note: If leave prohibits fulfillment of By-law responsibilities, removal/appointment may be considered.
Records to Update*	<input type="checkbox"/> Delegations register <input type="checkbox"/> Signing authority matrix <input type="checkbox"/> Committee rosters <input type="checkbox"/> Stakeholder notice (as needed)

E. Sign-Offs

Role	Name	Signature	Date
Director (Acknowledgement)			
Board Chair (Approval)			
Corporate Secretary or Vice-Chair (Recorded)			

Use this section in addition to Sections A-E when the director also holds a management role. It ensures clear segregation of duties and avoids conflicts between Board and management authorities.

F. Management Duties Coverage and Separation of Responsibilities

Area	Management Delegate (Name/Title)	Authority & Limits	Controls / Notes
Day-to-Day Operations			Maintain separation from Board oversight.
Banking & Treasury (invoices, reimbursements, CC Coding etc.)			Specify multi-factor/double signatory rules.
Procurement & Contracts			Define vendor thresholds and legal review triggers if any necessary for your leave.
HR Authority (hiring, discipline, terminations)			Identify limits, joint approvals, and any exceptions.
Safety, Compliance & Regulatory Filings			Filing responsibilities and backup signers.
Incident/Emergency Escalation			Who notifies Board; timeframe; documentation.

G. Information Barriers & Reporting Lines

Field	Details
Board ↔ Management Information Barrier	<input type="checkbox"/> Reinforced <input type="checkbox"/> New temporary barrier (describe): ____
SM Teams Reporting Line (Management)	Roles reports to weekly: ____

SM Teams Reporting Line (Board Interface)	Reports to Committee/Chair monthly (for prolonged leaves): ____
Access to Sensitive Info While on Leave	<input type="checkbox"/> Maintain ordinary access <input type="checkbox"/> Restricted <input type="checkbox"/> Suspended (specify scope): ____

H. Related-Party / Conflict Controls (Executive Directors)

Check	Details
Related-Party Risks Reassessed	<input type="checkbox"/> Yes <input type="checkbox"/> N/A
Transactions During Leave	<input type="checkbox"/> Pre-cleared <input type="checkbox"/> Prohibited <input type="checkbox"/> Case-by-case via (committee): ____
Recusal Protocols Documented	<input type="checkbox"/> Yes (refer to policy section __)
Additional Oversight	<input type="checkbox"/> Audit/Finance Committee <input type="checkbox"/> Governance Committee <input type="checkbox"/> External Body

How to use

1. Chair meets with the director after notice of leave.
2. Requestor Completes Sections A-E; add F-I if the director is also in management. Should be completed ahead of deadline for submitting agenda items for the Board meeting prior to the leave beginning.
3. Chair will confirm alignment with By-laws and policies (especially voting delegation, signing authority, and conflict rules).
4. Obtain signatures; circulate to Corporate Secretary for recording and updates to authority matrices/rosters.
5. Calendar the review checkpoint and reinstatement trigger.