



**WATERLOO UNDERGRADUATE STUDENT ASSOCIATION  
BOARD POLICY MANUAL**

**EFFECTIVE DATE: 20 APRIL 2023**

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

**30. Member** means a member as defined in the corporate bylaws.

**31. Member(s) At-Large** means a member who is not a Director but who has been appointed by the Board to an internal or external committee.

**32. Membership** means all members as defined in the corporate bylaws.

**33. Owner** means an individual member in their capacity as part of the ownership of the corporation.

**34. Ownership** means the group on whose behalf the Board governs, which, in the case of the corporation, is the membership.

**35. Ownership Consultation** means the activities that create an informed and authentic connection between the Board and ownership, which enables the Board to act as an effective conduit between the ownership and staff.

**36. President** means the individual elected by the membership to serve as chair of the Board and chief governance officer for the corporation.

**37. Staff** means the corporation as it exists below the Board, excluding the President and Vice-President, and includes employees, volunteers, contractors, consultants, and other agents, etc.,

**38. Stakeholder(s)** means a person(s) or entity(ies) with an interest or concern in the corporation.

**39. Sub-entities** means sub-entities of the corporation including member-created societies, clubs, and other subsidiaries for which the corporation performs a facilitative, support, registrarial, and oversight role.

**40. Unbonded** means without protection from losses sustained due to the actions of the corporation.

## 2. BOARD ROLE DESCRIPTION

1. To ensure the successful performance of its governance role on behalf of the ownership, the Board will rigorously define the expected responsibilities of itself, the President, the Vice-President, and its individual Directors.
2. The collective role of the Board shall be as follows:
  - 2.1. to continually improve the mutual understanding and alignment between the Board and the ownership through regular ownership consultation activities;
  - 2.2. to ensure that the collective will of the ownership, as identified through ownership consultation activities, is enshrined in corporate policies, strategies, plans, budgets, procedures, and advocacy positions;
  - 2.3. to monitor and evaluate the performance of staff in realizing the ownership's collective will through services, operations, programs, activities, and advocacy efforts;
  - 2.4. to collectively advocate, on behalf of the ownership and with the support of staff, to those authorities materially affecting the successful realization of the corporation's goals;
  - 2.5. to safeguard the integrity, reputation, monies, real estate, and all other tangible and intangible assets of the corporation;
  - 2.6. to perform the role of the Board as defined in applicable legislation and regulations and the corporate bylaws; and,
  - 2.7. to perform such other ancillary responsibilities as their collective position may from time to time require.
3. The role of the President shall be as follows:
  - 3.1. to perform the role of an individual Director;
  - 3.2. to act as the facilitative leader and presiding officer of Board and General Meeting processes;
  - 3.3. to act as the chief governance officer and chief representative of the corporation;
  - 3.4. to act as the lead advocate of the corporation on matters related to university governance;
  - 3.5. to act as the chief media spokesperson of the corporation; and,
  - 3.6. to perform such other ancillary responsibilities as their position may from time to time require.
4. The role of the Vice-President shall be as follows:
  - 4.1. to perform the role of an individual Director;
  - 4.2. to support the President in the performance of the President's role;
  - 4.3. to act as the President when the President is temporarily absent or unable to do so;



### 3. ANNUAL GOVERNANCE CALENDAR

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

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



<b>NOVEMBER</b>	Annual Audit Report Annual Review & Approval of Election Schedule/Referendum Questions
<b>DECEMBER</b>	Annual General Election Nomination Period Bi-Monthly Ownership Consultation Activity Bi-Monthly Board Training Activity Bi-Monthly Budget/Actual Variance Report
<b>JANUARY</b>	Annual General Election Nomination/Campaign Period Quarterly Corporate Performance Report Quarterly Board Performance Self-Evaluation New Long-Range Plan Deliberation & Approval (Five-Year Cycle)
<b>FEBRUARY</b>	Annual General Election Campaign/Voting/Appeals Period Annual Call for Member At-Large Committee Appointments Bi-Monthly Ownership Consultation Activity Bi-Monthly Board Training Activity Bi-Monthly Budget/Actual Variance Report Annual Review & Approval of Fee Adjustments Annual Executive Director Evaluation
<b>MARCH</b>	Annual Board Transition Program Annual Review of Advocacy Position Statements Annual General Meeting/Corporate Auditor Appointment
<b>APRIL</b>	Annual Board Transition Program Quarterly Corporate Performance Report Quarterly Board Performance Self-Evaluation Bi-Monthly Ownership Consultation Activity Bi-Monthly Board Training Activity Bi-Monthly Budget/Actual Variance Report



5. Staff assigned to provide secretarial and administrative support to internal committees shall be considered ex-officio, non-voting members of their respective committees.
6. The standing committees of the Board shall be:
  - 6.1. The Ownership Consultation Committee, which shall oversee ownership consultation activities on behalf of the Board and regularly report the aggregated information gathered from such activities to the Board.
  - 6.2. The Governance Committee, which shall regularly review the corporate bylaws, Board policy manual, and other Board governing documents and processes, and periodically recommend any revisions and amendments deemed prudent or expedient to the Board.
  - 6.3. The Advocacy Positions Committee, which shall regularly review issues and recommend to the Board any stances or positions to be advocated toward those authorities having a material affect on the achievement of the corporation's goals.
  - 6.4. The Elections and Referenda Committee, which shall oversee elections and referenda processes on behalf of the Board.
  - 6.5. The Audit Committee, which shall oversee internal control systems and annual and special purpose audit processes on behalf of the Board and advise the Board on the approval of financial statements.
7. The terms of reference for standing committees shall adhere to the prescribed format established in Appendix A.
8. The Board may further establish such ad-hoc committees as it shall deem expedient and the terms of reference for such committees shall adhere to the prescribed format established in Appendix A.
9. Ad-hoc committees will automatically cease to exist as of the dissolution date established in their terms of reference unless the date is extended by the Board by amendment to said terms of reference.
10. Internal committee appointments shall generally be made on an annual basis at the first meeting of a new Board after the governing year turnover.
11. The incoming President shall annually make recommendations on internal committee appointments to the Board after conferring with Directors about their respective committee preferences and reviewing the applications submitted in response to the call for Members At-Large.

- 12.** The Board shall endeavour to ensure equitable, diverse, and inclusive representation when appointing Directors and Members At-Large to its internal committees.
- 13.** In appointing Members At-Large to internal committees, the Board shall generally give preference to applicants who demonstrate:

## **5. DIRECTORS' CODE OF CONDUCT**

1. The Board commits itself, the President, the Vice-President, and individual Directors

**2.9.** When officially representing the corporation on external committees or in other corporate capacities, Directors will represent official positions of the corporation to the extent that they have been established. When such duties require consideration of issues for which the corporation has not established official positions, Directors shall endeavour to take a collective position which, in their opinion, reasonably aligns with the will of the Board and ownership.

**2.10.** When int-2.9462.rnanBitteitteiaia,96((r w)2.9665 )74.33113(sh)6(a)-2.8462hor tolishe188 tsoire.9258462(cto)-4T[75(rs)-0.6598)-2.(a)u)e[co)-2.9462lears t-2.9462.dich e een inini d or-2.9258(li)3.97(sh)6.00170 fu 5(b)-2.9loymen68(rat3832(y )8.0132(5(e)4.964()-2.946

## **6. GENERAL MEETINGS**

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## 7. BOARD MEETINGS

1. Board meetings will be regulated to ensure effective and efficient deliberations on all matters concerning the Board of the corporation.
2. Board meetings will adhere to all requirements of applicable legislation, regulations, and the corporate bylaws and this and other Board policies and procedures.
3. Regular Board meetings will occur according to an approved schedule adopted by the Board.
4. Agendas for Board meetings shall be drafted in advance by the President and secretarial support staff and approved by the Board at the commencement of each meeting.
5. Draft agendas for Board meetings shall comply with the requirements of applicable legislation and regulations, corporate bylaws, and Board policies and procedures and adhere to the prescribed format established in Appendix B.
6. Agenda packets for regularly scheduled Board meetings will be circulated not less than seven (7) days in advance of a meeting to provide Directors with sufficient time to familiarize themselves with the business to be deliberated and the considerations related thereto.
7. No omissions or errors in notice shall invalidate the proceedings of any meeting or any resolutions taken thereat provided they conform to the stipulations set out in the corporate bylaws.
8. Directors failing to attend a Board meeting due to errors or omissions in notice may subsequently validate in writing any actions taken by the Board at that meeting.
9. The minutes of public Board meetings shall be published in unofficial draft form not less than fourteen (14) days following each meeting and republished in official form after their approval by the Board at a subsequent meeting. Meeting minutes will generally adhere to the prescribed format established in Appendix C.

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

17. Where both the President and Vice-President are absent, the Directors shall elect a chair from among themselves for that meeting.

18.

- 23.** Directors may participate in meetings by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. Directors so participating are deemed present for the purpose of quorum.
- 24.** Directors shall withdraw without comment from participation in business in which they are conflicted. Directors are not conflicted with respect to matters affecting their general rights and privileges as owners, Directors, or consumers of the corporation.
- 25.** Members of the corporation have the right to observe all Board meetings, except confidential sessions, but do not have the right to speak or participate unless making a presentation at the invitation of the Board.
- 26.** The President may, subject to reversal by the Board, expel Directors or ob-2.9462(rd)8.9662(ta)m

## 8. ELECTIONS AND REFERENDA

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



## 10. BOARD AND DIRECTORS' SELF-EVALUATION

1.



## **11. ANNUAL BOARD TRANSITION AND DEVELOPMENT**

1. The Board recognizes the importance of governing well and will continually improve its capacity to do so, both through the annual board transition and regular professional development.
2. The annual transition and development cycle will occur in the following overlapping phases:
  - 2.1. The first phase will take place between the opening of nominations and the commencement of the annual general election campaign period. Initial training and development opportunities will be made available to all candidates seeking election to the Board during this period.
  - 2.2. The second phase will occur between the finalization of election results and not more than thirty (30) days following the governing year turnover. Intensive

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

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

## 12. ADVOCACY AND EXTERNAL REPRESENTATION

6. The Board shall endeavour to ensure equitable, diverse, and inclusive representation when appointing Directors and Members At-Large to external

7. In appointing any Members At-Large to external committees, the Board shall generally give preference to applicants who demonstrate:

7.1. experience in student association or university governance;

7.2. experience in general board and committee governance;

7.3. professional expertise relevant to the mandate of the committee;

7.4. demonstrated commitment to perform committee member responr0t87-9462(d)-2.9258( in)@8.

## 13. EXECUTIVE DIRECTOR ROLE DESCRIPTION

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

## **14. EXECUTIVE DIRECTOR PERFORMANCE EVALUATION**

1. The Board will conduct regular evaluations of Executive Director performance to ensure that such performance meets the standards set out in governing documents, agreements the corporation has made governing conditions of employment, and the expectations of the Board.
2. The Board will generally evaluate the performance of the Executive Director each year in the month of February.
  - 2.1. Such evaluations shall be solely against stated performance and conduct expectations and shall be coordinated by a disinterested, third-party human resources professional.
  - 2.2. The privacy of the Executive Director shall be respected at all times and the

## 15. LONG-RANGE AND ANNUAL PLANNING

1. The corporation will, at

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



## 16. FINANCIAL PLANNING AND BUDGETING

1. The Board commits the corporation to the prudent planning and use of the financial resources supplied to it.
2. The Board will review and approve fee adjustments once each year, generally in the month of February.
3. The Executive Director will submit a draft annual budget for Board approval each year, generally in the month of May.
4. Each draft budget shall:
  - 4.1. materially align with the priorities detailed in the long-range and annual plan s covering the budget period;
  - 4.2. assure long-term financial health and mitigate any risks of financial jeopardy;
  - 4.3. derive from a multiyear financial plan;
  - 4.4. include a credible projection of revenues and expenses, a separation of capital

## 17. OWNERSHIP CONSULTATION

1. The Board commits the corporation to continuous alignment with the collective will of its ownership through its policies, procedures, plans, and budgets, and the services, operations, programs, activities, and advocacy efforts derived from them.
2. The Board will plan, through the Ownership Consultation Committee, regular ownership consultation activities. Such activities will occur, at a minimum, bi-monthly, generally in the months of June, August, October, December, February, and April.
3. Ownership consultation planning and activities shall:
  - 3.1. engage members in their capacity as the collective ownership of the corporation and not as its individual consumers or stakeholders, though members may also be consulted as consumers or stakeholders by staff;
  - 3.2. be future-facing and inform the forward planning and budgeting of the corporation by defining those results the ownership wishes to see realized;
  - 3.3. gather input in a manner that adequately reflects the ideological and demographic diversity of the ownership and all its relevant population segments; and,
  - 3.4. aggregate data in a systematized fashion to best assist decision-making processes.
4. Ownership consultation shall generally use both direct and indirect methods of information gathering.
  - 4.1. Direct methods include methods which collect primary data from owners directly





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



- 7.1.** The Executive Director will not change their own compensation and benefits except as consistent with a package for all other paid staff as circumstances dictate.
- 7.2.** The Executive Director will not promise or imply permanent or guaranteed employment.
- 7.3.** The Executive Director will not establish compensation and benefits that deviate materially from the geographic or professional markets for the skills employed.
- 7.4.** The Executive Director will not create obligations over a longer term than revenues can be safely projected, in no event longer than one (1) year and in all events subject to losses in revenue.
- 7.5.** The Executive Director will not establish or change pension benefits in a manner that causes unpredictable or inequitable situations including:
  - 7.5.1.** incurring unfunded liabilities;

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



- 9.12.** The Executive Director will not compromise the independence of audits or other external advice, such as by engaging parties already chosen by the Board as consultants or advisors.
- 9.13.** The Executive Director will not endanger the corporation's public image, credibility, or ability to accomplish its goals.
- 9.14.** The Executive Director will not change the corporation's name or substantially alter its identity in the community.
- 10.** The Executive Director will not fail to protect the corporation from a sudden or unexpected loss of the Executive Director's services. The Executive Director will not permit there to be fewer than two (2) other senior managers sufficiently familiar with the Executive Director's responsibilities to enable either to be a reasonably proficient temporary successor.
- 11.** The Executive Director may establish all further operational policies and procedures, provided such policies and procedures:
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## 19. OPERATIONAL COMPLAINTS

1. In respecting its delegation of daily operations to the Executive Director, the Board and its Directors commit to handling operational complaints by individuals in a manner that appropriately respects that delegation.
2. Directors shall adhere to the following guidance in instances where they receive operational complaints:
  - 2.1. The Director(s) shall first inquire if the proper internal staff processes for registering concerns have been followed. If not, the individual shall be directed to the appropriate person, and the Director(s) shall take no further action.
  - 2.2. If internal staff processes have been followed and the concern has not been resolved through that action, the Director(s) shall explain to the individual that the board has delegated certain responsibilities to the Executive Director, and

## 20. WRONGDOING DISCLOSURE

1. If instances of wrongdoing are not promptly and fully addressed under operational policies and procedures, the Board authorizes staff to bring such wrongdoings to its attention.
2. Wrongdoings include but are not limited to:
  - 2.1. accounting, auditing, or other financial reporting fraud or misrepresentation;
  - 2.2. miscarriage of justice;
  - 2.3. violations of federal or provincial laws that could result in fines or civil damages payable by the corporation, or that could otherwise significantly harm the

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

## **21. ANNUAL AND SPECIAL PURPOSE AUDITS**

1. The Board commits the corporation to thorough periodic evaluation of its financial position and internal financial controls both through an annual audit and special purpose audits as circumstances dictate.
- 2.

## **22. APPENDICES**

### **A: INTERNAL COMMITTEE TERMS OF REFERENCE TEMPLATE**

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

## **B: MEETING AGENDA TEMPLATE**

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

**DATE:**

**TIME:**

**LOCATION:**

### **1. PRELIMINARIES**

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

### **2. PRESENTATIONS**

- 2.1. Topics

### **3. UNFINISHED BUSINESS**

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

### **4. NEW BUSINESS**

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

### **5. CONFIDENTIAL SESSION**

### **6. CONFIDENTIAL SESSION RECOMMENDATIONS**

### **7. NOTICES OF MOTION**

### **8.**

## C: MEETING MINUTES TEMPLATE

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

**DATE:**

**TIME:**

**LOCATION:**

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

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

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

**ALSO PRESENT:** (Staff)

**WRITTEN RESOLUTIONS:** Recorded Motions

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



**7. NOTICES OF MOTION**

7.1. Topics

7.1.1. Recorded Notices

**8. GENERAL REPORTS**

8.1. Officer Reports

8.2. Director Reports

8.3. Committee Reports

**9. ANNOUNCEMENTS**

**10. ADJOURNMENT (End Time)**

## **D: NOTICE OF MOTION FORM TEMPLATE**

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

## **E: ACTION ITEM REPORT TEMPLATE**

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

**ISSUE:**

**DETAILS:**

**OPTIONS ANALYSIS:**

**FINANCIAL IMPACT:**

**LONG-RANGE PLAN RELEVANCE:**

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

**ATTACHMENT(S):**



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



## **H: WRONGDOING DISCLOSURE REPORT TEMPLATE**

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

**ALLEGED WRONGDOING(S):**

**ALLEGED WRONGDOER(S):**

**SUMMARY OF EVIDENCE:**

