1. **GENERAL:** The Business and Administration Governance Board (BAGB) Policies shall govern the administration of Alma Mater Society (AMS) Business Operations and this Board. BAGB communicates policies and procedures which have business operations-wide application, and provides a basis for consistent and appropriate decision making on many issues.

2. Amendments to Policy One (1) must be approved by the AMS Board of Directors (Student Council) upon submission of a two thirds (2/3) resolution of the members of BAGB.

3. **Procedures for Amending Policy:** Policies of BAGB may be amended by members of BAGB from time to time as they see fit. The policy changes must be approved by a two-thirds (2/3) resolution of the members of the BAGB to be recorded in the minutes of the meeting where the changes were passed.

4. **Procedures for the Creation of New Policy:** BAGB may create new policies from time to time as they see fit to improve the governance of Business Operations. New policies shall be created through a two thirds (2/3) resolution of the members of the board to be recorded in the minutes of the meeting where the policy was enacted.

5. Unless otherwise indicated within a specific policy or its procedures, policies and procedures apply to all members of the business operations staff. Policies and procedures produced by BAGB are for the internal use of the AMS, and have no impact on the relationship with third parties unless expressly part of a contract with them.
### BOARD MEETINGS

1. **GENERAL**: This policy shall apply to all meetings of the Business and Administrative Governance Board (BAGB). Provisions of this policy must be consistent with the relevant section of the Alma Mater Society (AMS) Code of Procedures.


3. BAGB shall hold no fewer than five (5) regular meetings a year:
   a. One (1) meeting to approve the General Manager’s annual report and the Society’s business operations and administration budgets;
   b. Three (3) meetings to receive and review each of the General Manager’s quarterly reports; and
   c. One (1) annual planning and budgetary review meeting.

4. Quorum for a meeting of the Governance Board shall be four (4) voting members, including at least one (1) Alumni Member, and either the AMS President or the AMS Vice-President Finance.

5. The date, time, and location of each regular meeting, along with the agenda for that meeting, shall be published on the Society’s website no later than one (1) week in advance of that meeting.

6. The agenda for any special meeting must be sent to all BAGB members at the time the meeting is called and at least forty-eight (48) hours before the meeting, and the date, time, and location of the meeting, along with the agenda for the meeting, shall be communicated to Council and published on the Society’s website as soon as possible, and this communication must take place before a special meeting may be called to order.
7. Special meetings of BAGB shall be called by the Board Chair:
   a. at the Board Chair's discretion;
   b. at the request of the President or the General Manager;
   c. upon receipt of a written request from at least four (4) members of
      BAGB; or
   d. at the request of the AMS Board of Directors (Student Council).

8. The Board Chair shall invite the General Manager to all regular and
   special meetings, and the invitation shall include any staff member whom
   the General Manager requires to attend.

9. Regular and special meetings of BAGB shall be open to the public, unless
   the Board decides otherwise by resolution. Reasons for closing a meeting
   may include, but are not limited to, holding a discussion on personnel
   matters or forward financial planning.

10. Unless otherwise indicated in the Code of Procedure, the general
    provisions on Committees in Section V of the Code apply to BAGB,
    including but not limited to the rule allowing committees to conduct
    electronic meetings so long as a speaker phone or some other similar
    device is used to allow all members present in person or connecting from
    afar to hear each other and participate in debate.
DUTIES AND RESPONSIBILITIES OF THE BOARD

1. **GENERAL**: in accordance with the principles of corporate governance, a Member of BAGB carries out their duties in good faith, in such a manner as, in their opinion, best advances the interests of the Alma Mater Society (AMS) and applying the care and attention expected of a normally careful person in the exercise of such office.

2. **COMPETENCE**: Before accepting office, a member of BAGB must satisfy himself or herself that he or she is acquainted with the general and specific obligations applying to them. They must, in particular, acquaint themselves with the legal and statutory requirements, the AMS by-laws and Code of Procedures, the current internal rules and any supplementary information that may be provided to them by the Board.

3. **AMS INTEREST**: every Member of BAGB represents the body of AMS Members and must in all circumstances act in their interest and in that of the Society.

4. **CONFLICT OF INTEREST**: a Member of BAGB is under the obligation to inform the Board of any situation involving a conflict of interests, even one of a potential nature, and must refrain from taking part in any vote on any resolution of the Board where they find themselves in any such conflict.

5. **DILIGENCE**: a Director must dedicate the necessary time and attention to their office, while respecting the legal requirements governing the accumulation of several AMS office appointments. They must be diligent and take part, unless impeded from doing so for any serious reason, in all meetings of BAGB and, where necessary, of any sub-committee to which they may belong. A Member is bound by the obligation to keep informed for the purposes of being able to contribute in a useful manner on the matters for discussion on the Board agenda.
6. CONFIDENTIALITY: With regard to information not within the public domain and which a Member of BAGB has acquired while in office, that Member must consider themselves bound by a duty of professional secrecy, which goes beyond the simple obligation to maintain discretion as provided for by law.

7. A Member of BAGB is bound by an obligation of loyalty. They must not, under any circumstances, do anything liable to damage the interest of the AMS Business Operations or those of the Society. They may not personally take on any responsibilities, within any undertakings or businesses having any activity competing with those of the AMS without first notifying the AMS Board of Directors (Student Council) thereof.

8. A Member undertakes in all circumstances to maintain their independence of thought, judgment, decision and action and will resist all pressure, of whatsoever kind or from whatsoever origin. A Member undertakes to refrain from seeking or accepting from the AMS, or any other subsidiary linked to it, either directly or indirectly, any personal benefits likely to be deemed to be of such a nature as might compromise their freedom of judgment.

9. A Member of BAGB is obliged to inform the Board Chair promptly of any relations that may exist between the companies in which they have a direct interest and the AMS.

10. The Board Chair ensures that the Members receive in sufficient time, the information and documents needed to perform the full extent of their duties. Prior to every meeting of the Board, the Members must thus receive in sufficient time a file setting out all the items on the agenda.

11. The Board Chair ensures that members of the Board are apprised of all the principal relevant items of information, including any criticism, concerning the AMS, in particular, any press articles or financial research reports.
SCOPE

1. **GENERAL**: The scope of the Business and Administration Governance Board (BAGB) is specific to the Alma Mater Society’s (AMS) business operations and shall not extend to matters that are clearly defined at the responsibilities of Student Government as prescribed by the AMS Code of Procedures.

   *(Example: While the structure of the AMS student fees affects the AMS Businesses this falls clearly under the responsibility of the Vice-President Finance, The AMS Budget Committee, and Student Council).*

2. **‘BUSINESS’ DEFINITION**: The role of BAGB is to provide oversight and accountability for the business operations of the AMS, and is the instrument through which the AMS advises its General Manager. To this end, the definition of a “business operation” includes current, proposed and future operations that fit the following criteria:

   a. The operation is majority or wholly-owned by the AMS.

   b. The chief purpose of the operation is to make sales and to generate revenues and contributions.

   c. The operation is funded in the majority by the revenues it generates.

   d. The operation is typically open for patronage and use by anyone (including members of the general public) and is not limited to use by AMS Members.

   *(Business examples: The Pit Pub, AMS food service outlets)*

   *(Non-Business examples: AMS SafeWalk, AMS Sexual Assault Support Centre)*