Proposed Amendments to the AMS Code of Procedures
Section VII: Advisory Board

From: Human Resources Committee
To: AMS Council

Additions noted in **bolded italics**, deletions noted with *strikethroughs*

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SECTION VII: ADVISORY BOARD

**Article 1. General**

1. The Advisory Board shall provide oversight and accountability for the entire Society and shall advise Council, the President, and the Managing Director accordingly.

2. The Advisory Board shall make recommendations to Council concerning the long-term goals of the Society.

3. On the advice of the Advisory Board, Council shall set the long-term goals of the Society.

3. The goal of the Advisory Board shall be to provide a long-term perspective on the entire Society. The Advisory Board shall take the goals of all of Council’s Standing Committees and the Executive, and review them each year before submitting them to Council.

4. **The Advisory Board shall review the goals of Council’s Standing Committees after they have been approved by Council.**

5. **The Advisory Board shall review the progress on goals of the Society against Council approved strategic plans and policies.**

6. The Advisory Board shall also provide a long-term perspective on Society-wide goals.

**Article 2. Composition**

1. The Advisory Board shall be composed of the following voting members:

(a) two (2) Student Members;
(b) three (3) Professional Members;

2. The Advisory Board shall also include the following non-voting members:
   
   (a) the five (5) members of the Executive;
   (b) the Student Services Manager;
   (b) the Managing Director; and

   (c) Chairs of the Standing Committees or their designates if the Chair is also an Executive; and

   (d) Other Managers of the Society, at the discretion of the Advisory Board Chair.

   (d) two (2) members of Council.

3. The Student Members shall be either Active Members of the Society, or have previously held Active Member status within the past two (2) years. shall be appointed by Council for two-year terms and must be Active Members of the Society. Student Members may not at any time in their term be members of Council, employees of the Society, or full-time employees of the University.

4. The Professional Members shall be appointed by Council for three-year terms and must be professionals as determined by the Human Resources Committee.

5. No voting member of the Advisory Board may serve more than two (2) consecutive terms.

Article 3. Appointment Process

1. Positions on the Advisory Board for both Student and Alumni Members shall be filled according to the following process:

   (a) The positions shall at minimum be advertised on the Society’s website and announced at the two (2) meetings of Council prior to the application deadline.

   (a) The positions shall be announced no later than the first Council meeting of October, and shall be advertised on the Society’s website.

   (b) The application deadline shall be the Friday after the second Council meeting in October.
(c) Applications shall be submitted to the Chair of the Human Resources Committee.

(d) Executives and Councillors are encouraged to submit nominations for individuals they wish to see appointed to the Advisory Board directly to the Chair of the Human Resources Committee.

(e) At the first Council meeting in November the Chair of the Human Resources Committee shall present a shortlist of qualified candidates, along with their proposed term dates, to Council as determined by the Human Resources Committee.

(e) Council shall appoint from the shortlisted candidates presented by the Human Resources Committee at the meeting where the statements are read, with the appointees to take office on January 1 of the next calendar year.

(f) Council shall vote to approve the list after which formal invitations to the approved candidates shall be sent from the Chair of the Human Resources Committee.

(g) The term of office for members of the Advisory Board shall begin on January 1.

2. Mid-term vacancies shall be filled within two (2) months or as soon as possible by means of applications to the Human Resources Committee, shortlisting by the Human Resources Committee, and appointment by Council, as for new appointments.

2. Mid-term vacancies shall be filled within two (2) months of the announcement of a vacancy in Council, and shall be appointed by Council on the recommendation of the Human Resources Committee.

Article 4. Chair

1. The Chair of the Advisory Board shall be elected by the Advisory Board from among its voting members at the first the Advisory Board meeting of the calendar year, for a term that expires upon the first meeting of the next calendar year, or 380 days from the date of their appointment, whichever is shorter.

1. The Chair of the Advisory Board shall be elected from among its voting members at the first Advisory Board meeting, for a term that lasts until January 1 of the following year.
2. The outgoing Chair shall be responsible for convening the first meeting of the calendar year. In the absence of the outgoing Chair, the President shall be responsible for convening the first meeting of the calendar year.

2. **The Chair shall be responsible for convening all Advisory Board meetings during their term, as well as the first meeting after the conclusion of their term.**

3. The Chair, or their designate, shall attend meetings of Council as required.

4. The Chair shall designate a Deputy Chair at the meeting at which they are elected. The Deputy Chair shall assume the Chair’s duties at meetings from which the Chair is absent.

4. **The Chair shall be responsible for designating a voting member of the Advisory Board to serve as Chair in their absence.**

5. The Chair and the Managing Director shall jointly present to Council each of the three-yearly reports made by the Managing Director to the Advisory Board, such presentations to be made at the next regular Council meeting after such a report is presented to the Advisory Board.

6. The Chair and the Managing Director shall jointly present to Council the Annual Report of the Advisory Board, prepared pursuant to Article 9 below.

5. **The Chair and the Managing Director shall jointly present the Annual Report of the Advisory Board to Council, in accordance with Article 9.**

**Article 5. Contract**

1. Voting members of the Advisory Board shall sign a non-disclosure agreement, and a **as well as** a contract outlining their duties and requiring them to adhere to the conflict of interest rules outlined for the Society’s Directors in Code Section II, Article 1.

2. Voting members of the Advisory Board shall receive a fee for their services, as defined in their contract.

2. **Voting members shall receive an honorarium for their services, which shall be determined by the Human Resources Committee and outlined in the contract.**

3. The fee and the terms of the contract shall be reviewed by the Human Resources Committee in consultation with the Finance Committee every three (3) years, and any changes shall be sent to Council for approval.
3. The terms of the contract, as well as the value of the honorarium, shall be reviewed by the Human Resources Committee every two (2) years.

(a) All changes shall be sent to Council for approval.

4. (a) The Chair of the Advisory Board shall be eligible for a bonus of up to one hundred percent (100%) of their fee, in recognition of the workload of the position.

(b) The amount of the bonus shall be decided on by the Advisory Board at its last meeting of the year.

(c) The criteria the Advisory Board uses in deciding on the amount of the bonus shall include but not be limited to timely distribution of agendas, minutes, and associated documents, and attendance at meetings of Council.

(d) The bonus shall be paid out of the revenues generated by the business and administrative operations of the Society, unless it has been budgeted for in the Society’s budget.

4. The Chair of the Advisory Board shall be compensated with an additional honorarium totalling 50% of their base honorarium.

Article 6. Meetings

1. The Advisory Board shall hold at least five (5) regular meetings a year, including:

(a) four (4) meetings to review quarterly reports prepared by the Managing Director and the President; and

(b) one (1) transitional meeting held when the Society’s outgoing Executive is replaced by the incoming Executive.

2. The dates of the current year’s meetings and the date of the first meeting of the next year shall be determined at the first meeting of the current year.

2. All meeting dates for the year, as well as the date of the first meeting of the following year, shall be determined at the first meeting.

3. 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.
4. Special meetings of the Advisory Board shall be called by the Chair of the Advisory Board:

(a) at the Chair's discretion;
(b) at the request of the President or the Managing Director; or
(c) upon receipt of a written request from at least four (4) members of the Advisory Board.

5. The agenda for any special meeting must be sent to all the Advisory Board members at the time the meeting is called and at least forty-eight (48) hours before the meeting. 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.

6. Quorum for a meeting of the Advisory Board shall be four (4) voting members, including at least one (1) Professional Member, and either the President or the Vice-President Finance. One (1) Executive.

7. The Chair of the Advisory Board shall invite the Managing Director to all meetings, and the invitation shall include any staff member whom the Managing Director requires to attend.

7. The Chair shall be responsible for inviting any relevant Managers of the Society to attend meetings to support the business of the Advisory Board.

8. Meetings of the Advisory Board shall be open to the public, unless the Advisory Board by Resolution decides otherwise, elects to go in camera. Reasons for closing a meeting may include, but are not limited to, holding a discussion on personnel matters or forward financial planning.

9. Unless otherwise indicated in this Section or elsewhere in the Code, the general provisions on Committees in Section V of the Code apply to the Advisory Board, 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.

Article 7. Removal and Attendance Attendance and Removal

1. Any voting member of the Advisory Board who is absent for two (2) regular meetings of the Advisory Board shall be subject to removal through a vote by the other voting members, a vote of “no confidence.”
2. If the Advisory Board, by Resolution, votes no confidence in such a member, the Chair of the Advisory Board shall submit a motion to Council to remove the Advisory Board member from the Advisory Board in accordance with Bylaw 5(1)(c). The Chair of the Advisory Board shall ensure that the Advisory Board member facing removal receives no less than seven (7) days notice of the Council meeting at which the motion of removal is to be considered.

2. If the Advisory Board votes to remove a member, the Chair shall submit a recommendation of removal to the Chair of the Human Resources Committee, who shall then motion in Council for the removal of the member in accordance with Bylaw 5(1)(c).

3. If the Chair of the Advisory Board is the member in whom the Advisory Board votes no confidence, the President shall submit to Council the motion described in paragraph 2 above and also provide the notice required in that paragraph.

3. The Chair of the Advisory Board shall ensure that the Advisory Board member facing removal receives no less than seven (7) days notice of the Council meeting at which the motion of removal is to be considered, in accordance with Bylaw 5(1)(c).

4. If the Chair is the member facing removal, the President shall be responsible for the procedures outlined in (2) and (3).

4. Council may also remove a member of the Advisory Board, without specific cause, in accordance with the procedures prescribed in Bylaw 5(1)(c).

Article 8. Powers and Duties of the Advisory Board

1. The Advisory Board shall:

(a) review all the annual goals coming from Council’s Standing Committees;

(b) advise the Executive Committee on Businesses, Services, and all other Society matters;

(c) provide long-term oversight of Society goals to increase encourage continuity; for the Society;

(d) construct metrics to review all aspects of the Society;

(e) ensure that the Executive Committee is advised on all relevant Society matters;

(f) (e) provide project reviews and ad hoc advice for large capital projects;
(f) provide advice on relevant issues facing the Society; large Society issues, including but not limited to human resources;

(g) monitor and facilitate and advise on the execution a long-term strategic plan; and

(h) assist in the creation of a search committee for the hiring of a Managing Director, which shall make a hiring recommendation to Council.

(h) advise the Society on all relevant matters when requested to do so.

Article 9. Reports and Minutes

1. The Advisory Board shall prepare quarterly reports to be submitted to Council in August, November, February, and May for each fiscal quarter of the Society.

2. All quarterly reports must be submitted to Council by the following dates;

(a) (Q1) August 30th, (Q2) November 30th, (Q3) February 30th, (Q4) May 30th.

2. Each quarterly report shall describe major Society projects launched since the submission of the previous quarterly report and shall describe the progress made on major Society projects previously presented.

3. The reports shall include but not be limited to:

(a) Business Performance and Recommendations;

(b) Society Metrics Performance and Recommendations;

(c) Services Metrics Performance and Recommendations;

(d) Executive Goals Review and Recommendations;

(e) Major Capital Projects Review and Recommendations;

(f) Strategic Plan Review and Recommendations.

4. The rules on Committee minutes prescribed in Section V of the Code shall apply to the Advisory Board, including but not limited to the rule requiring that minutes of each committee be approved at the following meeting of that committee. Approved minutes from
the Advisory Board shall be sent to Council at the next sitting of Council after the Advisory Board meeting at which they were approved.