



**To: AMS Council**

**From: AMS Human Resources Committee**

**Code Changes to Section VII: Advisory Board**

Deletions indicated with ~~strikethroughs~~, additions indicated with ***bolded italics***

**See below**

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**SECTION VII: ADVISORY BOARD**

**Article 1. General**

1. The Advisory Board shall provide ~~oversight and accountability~~ **advice and recommendations** for the entire Society, reporting to Council through the Executive Committee.
2. The Advisory Board shall make recommendations concerning the long-term goals of the Society.
3. The Advisory Board shall review **and advise on** the goals of Council's Standing Committees after they have been approved by Council.
4. The Advisory Board shall review the progress on goals of the Society against Council approved strategic plans and policies.

**Article 2. Composition**

1. The Advisory Board shall be composed of the following voting members:
  - (a) two (2) Student Members; and
  - (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 Managing Director; and
  - (c) other managers of the Society, as well as Chairs of the Standing Committees, at the discretion of the Advisory Board Chair.
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. 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 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 shall be filled according to the following process:
  - (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.
  - (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 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 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 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 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 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 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 shall receive an honorarium for their services, which shall be determined by the Human Resources Committee, ***in coordination with the Finance Committee***, and outlined in the contract.
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. 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. 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 three (3) members of the Advisory Board.
  5. The agenda for a special meeting must be sent to all the Advisory Board members 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 published on the Society's website as soon as possible.
  6. Quorum for a meeting of the Advisory Board shall be three (3) voting members, and at least one (1) Executive.
  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 elects to go in camera.
  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.

**Article 7. Attendance and Removal**

1. Any voting member of the Advisory Board who is absent for two (2) regular meetings of shall be subject to removal through a vote by the other voting members.
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. 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).

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

**Article 8. Powers and Duties of the Advisory Board**

1. The Advisory Board shall:
  - (a) review 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 **advice on** Society goals to encourage continuity;
  - (d) construct metrics to review all aspects of the Society;
  - (e) provide project reviews and ad hoc advice for large capital projects;
  - (f) provide advice on relevant issues facing the Society;
  - (g) facilitate and advise on the execution of a long-term strategic plan; and
  - (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 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 28th, (Q4) May 30th.
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.

