

CODE CHANGES 2021: ADVISORY BOARD

TO: Council
FROM: Governance Committee
September 2021

Amendment to modify the Advisory Board.

Additions are indicated by ***bold italics***. Deletions are made by striking through (like this).

SECTION V: COMMITTEES OF COUNCIL

Article 1. General

1. There shall be Standing and Extraordinary Committees of Council. Council may also appoint ad hoc committees.

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3. The Extraordinary Committees shall be:

- (a) the Elections Committee;
- ~~(b) the Advisory Board;~~
- (c) the Indigenous Committee;
- (d) the Ethics and Accountability Committee;
- (e) the Affiliates Committee.

Article 6. ~~Advisory Board~~

- ~~1. The Advisory Board's composition and duties are as stipulated in Section VII of the Code.~~

Article 9. Human Resources Committee

3. The Human Resources Committee shall:

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- (d) following processing by the Society's Human Resources Department recommend candidates to Council for the positions of Ombudsperson, Speaker of Council, Chief Electoral Officer, ***and*** other positions on the Elections Committee, ~~and members of the Advisory Board:~~

- ~~(h) take part in the appointment process for members of the Advisory Board in accordance with Code Section VII, Article 3 and in consultation with the Finance Committee review the fee level and the contract terms for members of the Advisory Board in accordance with Section VII, Article 5;~~

SECTION VI: EXECUTIVE

Article 3. Executive Committee

1. There shall be an Executive Committee, composed of the five members of the Executive, with the President as the Chair. The Managing Director and the Clerk of Council shall attend meetings of the Committee unless directed otherwise by the Committee. The Policy Advisor, **and** the Student Services Manager, ~~and the Chair of the Advisory Board~~ shall attend by invitation. ***If the Chair of the Advisory Board is not already a member of the Executive Committee, they shall attend meetings by invitation.***

SECTION IX C. PERSONNEL PROCEDURES

Article 2. Appointees

1. Individuals filling positions reporting to members of the Executive or to Council or to a committee of Council, ~~other than the Advisory Board~~, or to another appointee shall be considered to be appointees rather than regular employees, and their positions shall be considered to be appointed positions.

SECTION VII: ADVISORY BOARD

Article 1. General

1. The Advisory Board shall ***provide the Executive Committee with advice and recommendations concerning the strategic direction and operations of the Society, and evaluate the Society's progress made on goals based on Council approved strategic plans, frameworks, and policies.*** ~~provide advice and recommendations for the entire Society, reporting to Council through the Executive Committee.~~
2. ***The Advisory Board shall have no governing power or fiduciary responsibility within the Society.***
- ~~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. Duties

1. ***The Advisory Board shall:***
 - (a) ***review the annual goals coming from the Executives;***

- (b) advise the Executive Committee on the Society's businesses, Services, and all other Society matters;**
- (c) provide long-term advice on Society goals to encourage continuity;**
- (d) assist in constructing 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 advocacy issues facing the Society;**
- (g) advise on the execution of long-term strategic plans; and**
- (h) advise the Society on all relevant matters when requested to do so.**

Article 3. Composition and Appointment Process

- 1. The Advisory Board shall include the following members:**
 - (a) the President;**
 - (b) the four (4) Vice-Presidents;**
 - (c) five (5) appointed members;**
 - (d) the Managing Director; and**
 - (e) the Student Services Manager.**
- 2. The President may invite other individuals, such as managers or Committee Chairs, to meetings of the Advisory Board at their discretion.**
- 3. Appointed members may not at any time in their term be members of Council or employees of the Society.**
- 4. The Executive Committee shall be responsible for recommending appointments to the Advisory Board to Council for approval.**
 - (a) Appointed members must be professionals with a diversity of experience.**
- 5. Terms for appointed members shall last for a period of two (2) years and shall begin on January 1.**
- 6. Members shall serve no more than three (3) consecutive terms.**

Article 4. Chair

- 1. The Chair of the Advisory Board shall be the President, unless decided otherwise by Council.**

2. ***The Chair shall be responsible for convening all Advisory Board meetings, recording minutes, and distributing relevant agendas and materials.***
 - (a) ***Relevant agendas and materials shall be sent to the Advisory Board at least three (3) business days before the next meeting, with the understanding that in cases of emergency less notice may be given.***
3. ***The Chair shall be responsible for updating Council on the activities of the Advisory Board.***
4. ***The Chair shall be responsible for designating a member of the Advisory Board to serve as Chair in their absence.***
5. ***The Chair shall present a quarterly presentation or report on the activities of the Advisory Board to Council after the conclusion of each fiscal year quarter.***

Article 5. Contract

1. ***Appointed 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 in Code Section II, Article 1.***
2. ***Appointed members shall receive an honorarium of \$1,500 a year for their services.***
3. ***The terms of the contract, as well as the value of the honorarium, shall be reviewed by the Executive Committee every two (2) years.***

Article 6. Meetings and Minutes

1. ***The Advisory Board shall hold regular meetings at least once a month except for the month of December.***
2. ***The Chair may schedule additional meetings of the Advisory Board at their discretion.***
3. ***Minutes of the Advisory Board shall be sent to the Executive Committee for approval, and then forwarded to Council for final approval.***
4. ***The Advisory Board shall be given a chance to review and correct minutes prior to them being sent to the Executive Committee for approval.***

Article 7. Attendance and Removal

1. ***As outlined in their contract, appointed members must attend at least two-thirds (2/3) of regularly scheduled meetings in order to receive their full honorarium. If they do not meet this requirement, they shall be paid at a rate of \$100 per meeting.***
2. ***The Executive Committee may submit a motion to Council to remove a member of***

the Advisory Board Committee for reasons including but not limited to:

- (a) poor attendance;***
- (b) lack of contribution or involvement; and***
- (c) perceived violations of AMS policies, including but not limited to policies on maintaining a respectful community and workplace.***

3. In accordance with Bylaw 5(1)(c), an Advisory Board member facing removal shall receive no less than seven (7) days' notice of the Council meeting at which the motion to remove them is to be considered.

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.~~

~~2. The Professional Members must be professionals as determined by the Human Resources Committee.~~

~~3. 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 the Advisory Board 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 receive 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 paragraphs 2 and 3 above.~~
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 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:
(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.~~