

CODE CHANGES 2023: GOVERNANCE RESTRUCTURING

TO: Council
FROM: the Governance Review Committee
April 2023

Amendments to implement changes for committees, Council agendas, the Advisory Board, Presidents Council, the Grad Class Gift, the Sustainability Projects Fund, and club renewals and approvals.

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

SECTION I: GENERAL

Article 1. Authority and Interpretation of the Code

4. In this Code, unless the context otherwise requires:

“Building Operations Manager” shall mean the permanent employee of the Society charged with the day-to-day running of the AMS Student Nest;

“Chief Technology Officer” shall mean the permanent employee of the Society charged with overseeing IT;

“Design Office Manager” shall mean the permanent employee of the Society charged with carrying out renovations for the Society and its Constituencies;

SECTION III: MEETINGS OF COUNCIL

Article 2. Agendas and Minutes

12. (a) Topics for the Discussion and Consultation Period shall, if possible, be submitted to the President in time to be listed on the agenda, ***and a specified length of time shall be allocated for each such topic.***
- (b) If it is too late to put a topic on the agenda, the Chair shall be notified of it before the meeting, if possible, or before the beginning of the Discussion and Consultation Period, ***at which point a specified length of time shall be allocated to it.***
- (c) Topics in the Discussion and Consultation Period shall be discussed in order of time sensitivity as determined by the Chair.

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.
2. The Standing Committees shall be:
 - (a) the ~~Steering~~ **Agenda** Committee;
 - (b) the Advocacy Committee;
 - (c) the Human Resources Committee;
 - (d) the Finance Committee;
 - (e) the Operations Committee;
 - (f) the Student Life Committee;
 - (g) the Governance Committee; and
 - (h) the Executive Performance and Accountability Committee (EPA).
5. (a) Quorum for any Committee is a majority of its voting membership unless a **different** ~~higher~~ quorum is set out in Code. If quorum is not present at a Committee meeting, the lack of quorum shall be noted in the minutes of the meeting and shall be brought to the attention of Council if it is asked to approve any recommendation of said Committee.
- ~~27. During the School Year (September-November and January-March) Committees shall meet at least once every two weeks. From May through August inclusive, Committees shall meet at least once a month.~~

Article 3. Committee Chairs

1. Chairs of Standing Committees
 - (a) Each of the following Standing Committees shall be chaired by a non-Executive ~~voting~~ member of Council appointed by Council:
 - (i) the Human Resources Committee;
 - (ii) the Governance Committee.
 - (b) Each of the following Standing Committees shall be chaired by a ~~voting~~ member of Council (Executive or non-Executive) appointed by Council:
 - (i) the Advocacy Committee;
 - (ii) the Student Life Committee;
 - (iii) the Operations Committee;
 - (iv) the Finance Committee.
 - (c) The ~~Steering~~ **Agenda** Committee shall be chaired by ~~the President.~~ **a member of the Committee chosen by the Committee.**

- (d) ***The Executive Performance and Accountability Committee shall be chaired by the Speaker.***

Article 6. Agenda Steering Committee

1. The **Agenda Steering** Committee shall be composed of:
 - (a) the President;
 - (b) the Chair of each Standing Committee or their designate, with the exception of the **Agenda Steering** Committee;
 - (c) the Chair of each Ad Hoc Committee or their designate;
 - (d) the Chair of each Extraordinary Committee or their designate, who shall be non-voting and may attend meetings on an as needed basis;
 - (e) the Clerk of Council, who shall be non-voting; and
 - (f) the Administrative Assistant, who shall be non-voting.

2. The **Agenda Steering** Committee shall:
 - (a) ***assist the President with setting the agenda for Council ahead of each meeting, including the setting of time limits for items on the agenda;***
 - (b) coordinate and oversee Council and Committee progress on the Society's strategic plan;
 - (c) ***help Committees create goals that are in alignment with the Society's strategic plan;***
 - (d) conduct regular reviews to ensure that all Committees are making progress on their approved goals;
 - (e) provide updates to Council on the annual goals of the Committees;
 - ~~(f) assist the President with setting the agenda for Council ahead of each meeting;~~
 - (g) ensure that Committees are regularly submitting minutes and reports to Council;
 - ~~(h) develop and coordinate Council-wide activities, including but not limited to orientations, socials and professional development;~~
 - (i) have the right to propose amendments to Section III of Code (Meetings of Council); and
 - (j) have such other duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

Article 7. Advocacy Committee

1. The Advocacy Committee shall be composed of:
 - (a) the Vice-President Academic and University Affairs;
 - (b) the Vice-President External Affairs;
 - (c) four (4) non-Executive **voting** Council members; and
 - (d) ~~three (3) Students~~ **one (1) Student** at Large.

2. The Advocacy Committee shall:
 - (a) ~~assist~~ **advise** the Vice-President Academic and University Affairs and the Vice-President External Affairs ~~in advocating~~ **on advocacy** to the University, the various levels of government, and other external organizations on behalf of the Society's Active Members;
 - (b) ~~advocate for equity for the Society's Active Members;~~
 - (c) **provide advice on the Academic Experience Survey;**
 - (d) **make recommendations regarding the well-being of the Society's Active Members on campus while restricting itself to the Society's mission and objects, as found in its Mission Statement and Constitution, and avoiding geopolitical issues and the activities of multinational corporations that lie beyond the Society's mission and objects.**
 - (e) propose annual goals for itself to the **Agenda** ~~Steering~~ Committee and be responsible for completing those goals; and
 - (f) have such other duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

Article 9. Finance Committee

1. The Finance Committee shall be composed of:
 - (a) the Vice-President Finance;
 - (b) one (1) member of the Executive chosen by the Executive;
 - (c) three (3) Council members, all of whom must either be:
 - i) voting members;
 - ii) UBC Vancouver student members of the Board of Governors; or
 - iii) student Senators elected by the student members of the UBC Vancouver Senate to serve on Council;
 - (d) two (2) students at large;
 - (e) the Managing Director, who shall be non-voting; and

- (f) the Associate Vice-President Finance, who shall be non-voting.
- 2. The Finance Committee shall provide oversight and accountability for the finances of the entire Society and advise the Vice-President Finance and the Managing Director on business and financial matters.
- 3. The Finance Committee shall meet at least once every two weeks.**

[and renumber]

- 3. Without limiting the generality of paragraph 2 above, the Finance Committee shall:
 - (a) approve and prepare the preliminary and final budgets for the Society, in accordance with Section IX B;
 - (b) monitor the Society's financial activities;
 - (c) administer the Society's funds;
 - (d) exercise stewardship over the Society's investment policy;
 - (e) approve and make any necessary changes to the Club and Constituency Finance Policy Guide, including the Club and Constituency Credit Card Policy;
 - (f) ~~oversee the Society's IT policies;~~ **have the power to approve IT expenditures recommended by the Operations Committee;**

...

Article 10. Operations Committee

- 1. The Operations Committee shall be composed of:
 - (a) the Vice-President Administration;
 - (b) four (4) non-Executive Council members; ~~and~~
 - (c) two (2) Students at Large;
 - (d) **the Chief Technology Officer, who shall be non-voting;**
 - (e) **the Design Office Manager, who shall be non-voting; and**
 - (f) **the Building Operations Manager, who shall be non-voting, and who shall make short verbal reports to the Committee once a month.**
- 2. The Operations Committee shall meet at least once every two weeks.**
- 3. 2. The Operations Committee shall:
 - (a) oversee the management and infrastructure of all facilities operated by the Society;
 - (b) oversee the management and policy of bookings, space allocation, and security in the AMS Student Nest;

- (c) establish regulations for clubs and other recognized student organizations and publish such regulations in the Operations Committee Policy Handbook;
- (d) **do intake for new club applications in June, September, and January, and complete the approval process for new clubs within a month of each intake (i.e., in July, October, and February);**
- (e) **approve renewals of existing clubs once a year by July 1;**
- (f) ensure the Society is meeting its sustainability goals and recommend any action necessary to meet those goals;
- (g) work to make the Society more equitable in its operations;
- (h) ensure the regulation of the Society's art collection;
- (i) consider necessary or desirable renovations to the AMS Student Nest and any other Society buildings, as well as other capital projects, present options and recommendations about such renovations and projects to Council, and verify that all such renovations and projects have been completed satisfactorily;
- (h) **oversee the Society's IT policies and make recommendations to the Finance Committee on major IT upgrades and projects for approval in consultation with the Chief Technology Officer;**

[and renumber]

- (h) in accordance with Section IX B, Article 6(5)(a) have the power to approve expenditures of less than two percent (2%) of the annual intake of the Capital Projects Fund for renovations or maintenance of the AMS Student Nest;
- (i) in accordance with Section IX B, Article 6(6) have the power to approve expenditures from the Art Fund;
- (j) submit reports to Council on fund expenditures it has approved as soon as it has approved them;
- (k) propose annual goals for itself to the ~~Steering~~ **Agenda** Committee and be responsible for completing those goals; and
- (l) have such other duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

Article 11. Student Life Committee

1. The Student Life Committee shall be composed of:

- (a) the President;

- (b) the Vice-President Administration;
- (c) four (4) non-Executive Council members;
- (d) one (1) Student at Large;
- (e) the **Senior Manager of** Student Services ~~Manager~~, who shall be non-voting;
- (f) the Events Manager, who shall be non-voting; and
- (g) the Marketing and Communications Manager, who shall be non-voting.

2. The Student Life Committee shall:

- (a) provide recommendations on a regular basis for existing and potential avenues for student engagement;
- (b) provide input on regular updates and projects brought forward by the **Senior Manager of** Student Services ~~Manager~~, the Events Manager, and the Marketing and Communications Manager;
- (c) provide feedback on annual plans brought forward by the **Senior Manager of** Student Services ~~Manager~~, the Events Manager, and the Marketing and Communications Manager by August 31, with these plans being presented to the Committee in the form of a presentation;
 - i) these plans shall include details on departmental plans for events, projects, strategies, and the department's general approach on their annual goals.
- (d) have the power to approve the annual goals of the Senior Manager of Student Services before they are sent for approval to the Executive as part of the process of approving Executive Goals;**
- (e) have the power to approve plans, facilitate presentations to Council, and provide feedback for AMS Firstweek, Welcome Back Barbecue, Block Party, and other major events;**
- ~~(f) facilitate presentations to Council from the Events Manager regarding AMS Firstweek, including Welcome Back Barbecue, Block Party, and other major events when requested by the Committee as well as providing feedback on these events;~~
- ~~(g) provide recommendations on a regular basis relating to student engagement in the Society's clubs and constituencies;~~
- (h) develop and coordinate Council-wide activities, including but not limited to orientations, socials and professional development;**
- (i) provide input on partnerships and the relationship with the University's Athletics and Recreation department;**
- (f) work with the President to identify and select student groups to participate in cooperative engagement initiatives;
- ~~(g) administer the Grad Class Fund in coordination with the Finance Committee and~~

~~shall submit a report to Council containing a list of the Grad Class gifts it has approved as soon as it has approved them;~~

- (h) propose annual goals for itself to the ~~Steering~~ **Agenda** Committee and be responsible for completing those goals; and
- (i) have such other duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

Article 12. Governance Committee

1. The Governance Committee shall be composed of:
 - (a) one (1) member of the Executive chosen by the Executive;
 - (b) five (5) non-Executive Council members; and
 - (c) one (1) Student at Large.
2. The Governance Committee shall:
 - (a) ***meet at least once every two weeks;***
 - (b) take stewardship of the Code and Bylaws of the Society;
 - (c) work on periodic governance reviews of the Society;
 - (d) propose annual goals for itself to the ~~Steering~~ **Agenda** Committee and be responsible for completing those goals; and
 - (e) have such other duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.
3. ***All proposed amendments to the Code shall be sent to the Governance Committee for approval before going to Council.***

Article 15. Executive Performance and Accountability Committee (EPA)

1. The Executive Performance and Accountability Committee shall be composed of:
 - (a) the Speaker of Council, who shall be Chair;
 - (b) the non-Executive Chairs of the Standing Committees; and
 - (c) additional non-Executive members of Council so that the total number of seats on the Committee, not including the Speaker, shall be seven (7).
2. The Executive Performance and Accountability Committee shall:
 - (a) ***meet at least once a month;***
 - (b) collect and present feedback on the members of the Executive, ***including but not***

- limited to their adherence to the Society's strategic plan;**
- (c) be responsible for hearing significant concerns brought to the Committee from the Society's membership regarding members of the Executive;
 - (d) bring such concerns to Council when it deems it appropriate;
 - (e) make recommendations to Council regarding such concerns and Executive performance in general; ~~and~~
 - (f) have the power to bring a motion to remove a member of the Executive from office, in accordance with Section VI, Article 11; **and**
 - (g) **at the direction of Council look into concerns raised about non-Executive Councillors.**
3. With the assistance of the Society's HR Department, the Committee shall gather feedback four (4) times a year, in March, June, September, and December. Such feedback shall be gathered as follows:
- (a) for the President, from the Vice-Presidents, the President's student staff, the Managing Director, and the senior managers for Human Resources, Student Services, Marketing & Communication, Food & Beverage, and Conferences & Catering;
 - (b) for the Vice-Presidents, from their student staff and
 - (i) in the case of the Vice-President Finance, the Managing Director, the Financial Controller, and the Accounting & Administration Supervisor;
 - ~~(ii)~~ in the case of the Vice-President Administration, the Building Operations Manager, the senior manager of the Design Office, and the Internal Bookings Coordinator-;
- (c) for the Executive as a whole, from the Presidents Council.**

SECTION VI: EXECUTIVE

Article 6. Vice-President Administration

1. In addition to those powers and duties set out in the Bylaws, the Vice-President Administration shall:
 - (j) ensure that grad class gifts are decided on in accordance with Section IX B, Article 6(7)(c).**

SECTION VII: ADVISORY BOARD

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, **including business 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 on annual strategic planning**; and
- (h) advise the Society on all relevant matters when requested to do so.

Article 4. Chair

1. The Chair of the Advisory Board shall be **chosen by the Advisory Board from among the Executives on the Board** ~~the President, unless decided otherwise by Council.~~

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.
5. **Business reports and financial statements shall be provided to the Advisory Board for each of its meetings.**

SECTION IX A: ELECTORAL PROCEDURES

Article 1. Elections Committee

B. Powers and Duties

...

2. The administration and conduct of Executive elections, as defined in Bylaw 5(3), and of Society referenda, as defined in Bylaw 4, shall be vested in the Elections Committee. Without limiting the generality of the foregoing, the Committee shall:

...

- (m) recommend various options to **the Governance Committee** ~~Council~~ for amendments to this Section of the Code if deemed necessary;

SECTION IX B: FISCAL PROCEDURES

Article 6. Funds

5. Funds Established by Referendum

- (j) **The Sustainability Projects Fund** shall be administered by the Finance Committee in accordance with the following provisions:
 - (i) The purpose of this Fund shall be to provide funding to Active Members and the Society for environmental, social, and economic sustainability projects that enhance opportunities in:
 - 1) student empowerment related to sustainability;
 - 2) reduction of the Society's ecological footprint and the ecological footprint of UBC Vancouver;
 - 3) education, outreach, and community organizing related to sustainability;
 - 4) the environmental, ecological and socially sustainable operations of the Society and UBC Vancouver;
 - 5) sustainability-related advocacy initiatives;
 - 6) info-sharing and partnerships with the broader community beyond UBC Vancouver
 - (ii) Only Active Members and the Society will be eligible to receive funds; UBC Vancouver's faculty, staff and community partners may work with resources from the Fund only through partnering with Active Members and/or the Society itself.
 - (iii) An individual or group wishing to receive moneys from this Fund shall submit a project proposal to be evaluated by the Finance Committee.
 - (iv) Council shall add a minimum of the balance in the Sustainability Projects Fee account to this Fund on an annual basis.
 - (v) Accountability measures shall be established by the Finance Committee to ensure timely and successful completion of projects.

- (vi) When approving grants from this Fund, the Finance Committee may impose such conditions or restrictions as it sees fit, provided however that such conditions are consistent with this section of Code.
- (vii) This fund may also be used for maintenance, upkeep, and repair of past sustainability projects and for new student-led sustainability projects initiated by the Society.
- (viii) For groups that regularly receive funding for sustainability projects, the Finance Committee may enter into Memorandums of Understanding of no more than one year in duration in accordance with criteria established by the Finance Committee and in accordance with the contract procedures in Article 9 below.
- (ix) ***In deciding on projects, the Finance Committee shall consider recommendations from the Associate Vice-President Funds and the Associate Vice-President Sustainability.***

7. Funds Established by this Section of Code

- (c) **The Grad Class Fund shall be administered jointly by the Vice-President Administration's Office, the Finance Committee and the Student Life Committee, in consultation with graduating students and in accordance with the following provisions:**
 - (i) ***The purpose of this Fund shall be to provide funding for one or more gifts to the University each year on behalf of the graduating class, paid for by the Grad Class Fee.***
 - (ii) ***For the purposes of this section, members of the graduating class shall consist of all students in the Winter Session who are registered in the final year of any program.***
 - (iii) ***The Vice-President Administration's Office shall have the power to establish the criteria for gifts and determine which proposals for gifts shall be approved.***
 - (iv) ***The Vice-President Administration's Office shall create a gift proposal process no later than the end of February and ensure adequate advertising for the process.***
 - (v) ***Gifts shall be decided on in time to inform the University for the May graduation ceremonies.***
 - (vi) ***Gifts directed to a specific faculty may not exceed \$5,000.***
 - (vii) ***No gift may exceed \$25,000 unless approved by the***

Finance Committee.

- (viii) The Vice-President Administration shall submit a report to Council containing a list of the Grad Class gifts once they have been decided on.***

SECTION XIV: PRESIDENTS COUNCIL

Article 1. Composition

1. There shall be a Presidents Council composed of:
 - (a) the Society's President;
 - (b) the Presidents of the Society's Constituencies;
 - (c) the Presidents of the student associations at the Affiliated Institutions;
 - (d) the President of the Graduate Student Society; ~~and~~
 - (e) the Society's Vice-President Administration, who shall be non-voting; ***and***
 - (f) ***the staff member in the Society President's office responsible for Constituency Relations and Projects, who shall be non-voting.***
2. The Council shall be chaired by the Society's President.
3. ***The Council shall designate one of its members to be Vice-Chair.***

Article 2. Meetings and Minutes

1. The President shall call meetings of the Presidents Council at least once a ~~term~~ ***month*** during the School Year and at the discretion of the Society's President from May to August.
2. ***The President must call a meeting of the Presidents Council within two weeks if any voting member of the Council requests one.***
2. The rules and procedures for the Presidents Council shall follow those of Standing Committees of Council, as outlined in Section V, Article 1, ***except that quorum for the Presidents Council shall be the number of members representing at least fifty percent (50%) of the Society's membership.***
3. The President, as Chair of the Council, shall follow the procedures for Committee Chairs, as outlined in Section V Article 3.
4. ***The President shall provide the Council with reports about their work every month.***

Article 3. Powers and Duties

1. The Presidents Council shall:

- (a) facilitate cooperation between the Constituencies and between the Constituencies and the central AMS (for the purposes of this Article the term Constituencies shall include the student associations at the Affiliated Institutions);
- (b) be the forum in which the Constituencies may update each other and the central AMS on activities, events, and issues within the Constituencies, including but not limited to departmental clubs, negotiations and advocacy within the University, and potential Constituency referendum campaigns;
- (c) be the forum through which the Executive Committee may communicate with the Constituencies;
- (d) advise on yearly Constituency executive orientation;
- (e) oversee and suggest edits to the Constituency Orientation Guide;
- (f) have the power to pass a Resolution advising any body within the Society, and that body shall be required to respond to the advice given;
- (g) have the power to pass a Resolution to put questions to any body within the Society, and that body shall be required to respond to the questions asked;
- (h) have the power to make recommendations to AMS Council on any issue related to AMS-Constituency relations, including but not limited to Society and Constituency events, Society and Constituency communications, media protocols, websites and social media, publications, orientations, budgets and financing, Constituency accounts, contracts, and Constituency operations-
- (i) ***have the power to raise concerns about the central AMS, including but not limited to concerns about Executive performance, the latter of which it may submit to the Executive Performance and Accountability Committee (EPA).***