



**Alma Mater Society of Queen's University
Incorporated**

Board of Directors Policy Manual

Updated: April 2021

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1. Introduction and General Statement of Values

This document contains the policies, guidelines and procedures that pertain to the operations of the AMS Board of Directors and to the AMS corporate services and financial activity that the Board oversees pursuant to fulfilling its role and obligations as set out in Section 3.2 of the By-laws of the Alma Mater Society of Queen's University Incorporated. The Board shall have exclusive jurisdiction over additions/amendments to this document but shall ensure that the Assembly and the voting members of the Corporation are duly notified of any changes.

The Corporation is a not-for-profit entity created by the Society to ensure its continuing financial viability by overseeing the management of its services and associated financial affairs. The Corporation is bound by the By-laws and its corporate philosophy is derivative of, and consistent with, the Mission and Operating statements of the Society as set out in the AMS Constitution.

In serving AMS members, the Corporation shall remain a risk-conscious organization but be willing to embrace growth and innovation. The Corporation shall normally not undertake any venture for purely financial reasons regardless of the future promise of economic gain. However, any service/activity that the Corporation does decide to undertake shall be designed to be self-sufficient in the long run. The Corporation shall facilitate and sustain an annual strategic planning process, at all levels, in support of both short- and long-term strategic initiatives.

In addition to providing wage-based service staff positions for students simply wanting employment, the Corporation shall seek to support the Society's broader objectives through the provisioning of a high quality, relevant range of student funded services, that provide a wide range of employment opportunities designed to provide meaningful out-of-classroom learning and skill acquisition experiences for students.

2. General

2.1. Role of the Board

The AMS Board of Directors plays three key roles in the corporate side of the AMS:

I. Strategic

Overseeing the annual business planning process, including final approval of services' strategic plans and budgets during the summer Board meetings, and mid-year review at the end of November. The Board also supports the development, implementation, and review of any strategic plan of the Corporation. The Board shall also seek to regularly review the purpose, scope, and relevance of individual services in the broader campus context.

II. Fiduciary

Monitoring the management practices and policies with a view to support the financial viability of the Corporation. With respect to the government side finances, the Board shall offer support and advice. This includes approval of the Consolidated Society Budget before the Corporate General Meeting, monitoring of the budget versus actuals of the services and offices, and approval of all capital expenditures.

Government allocations from the AMS Membership Fee will be brought to the Board for information by the Vice President (Operations) and the Vice President (University Affairs) and approved as part of the Consolidated Budget by August. This authority is delegated by Assembly, which retains formal approval of all expenditures from the AMS Membership Fee. On behalf of the Assembly and the Corporation, the Board shall also undertake an assessment of the AMS Membership Fee at least every three years and make recommendations to Assembly as required.

III. Human Resources

The Board has exclusive jurisdiction over the content of the AMS Employment Policy and Procedures Manual which outlines the general terms and conditions of employment for all students working for an AMS service and who receive remuneration from the AMS whether by salary, wage or honoraria. The Board is ultimately responsible for ensuring compliance with applicable Human Resources legislation, including Human Rights legislation, the Employment Standards Act and the Occupational Health & Safety Act.

The Board also has exclusive jurisdiction over sections of the AMS Hiring and Appointment Policy and Procedures Manual, which address policy on service staff pre-selection, Corporation Hiring Committees, rehires and summer staff.

The Board has exclusive jurisdiction over the content of the AMS Permanent Staff Policy which outlines the general terms and conditions of employment for the AMS permanent staff.

The Board periodically conducts a remuneration review for all AMS paid positions and approves the AMS salary grid and AMS honoraria grid.

2.1.1 Summer Board Meetings

The following two policies are established to maximize the effectiveness of Board meetings during the summer months.

1. Number of Directors (student and non-student) at the meetings:
 - a. All Summer Board meetings will be set before the end of term of the prior academic year.
 - b. The incoming Chair will ask Directors if they can commit to the specified weekends.
 - c. There will be at least three (3) meetings of the Board over the summer, as determined by the incoming Chair. The goals for these meetings are to:
 - i. Review and approve goal plans for the services and offices
 - ii. Review and approve budgets and capital expenditures for the services and offices
 - iii. Review and approve the Consolidated Budget and the AMS General Office Goal Plan and Budget and the Restricted Funds
2. If a Director will be travelling to Kingston, their expenses may be reimbursed at the discretion of the Chair.

Preparation of the Directors for the meetings:

1. The Chair must distribute agenda packages to Directors at least one week before the meeting.
2. Board members should aim to email questions or concerns prior to the meeting to ensure that the meeting is effective and efficient.

3. Responsibilities of Directors and Corporate Officers

3.1. Responsibilities of Board Members

1. Have a commitment to and understanding of the purpose, policies and services of the AMS.
2. Acquire a clear understanding of the organization's financial position, both current and forecasted.
3. Read the agenda before the Board meetings; be thoroughly informed about issues and participate in discussions fully.
4. Be involved in Board standing committees as well as ad hoc committees struck by the Board. This involvement can be as the Chair of a standing committee (subject to ratification by the Board) or as a general member.

3.2. Responsibilities of the Board Chair

3.2.1. Intra-Board

1. Prepare an agenda for every meeting and ensure that the agenda and associated materials are available to Board members via OneDrive, 72 hours in advance of the meeting.
2. Provide notice of a regular Board meeting to all members at least one month in advance of that meeting.
3. Chair the meetings and employ a formal or informal version of parliamentary procedure, depending on mutual preference of Chair and Board.
4. Attempt to bring consensus on the Board.
5. Direct the discussion at Board meetings.
6. Work with the Chairs and Management to create a yearly governance calendar.
7. Set up regular meetings with the AMS Executive and General Manager to stay informed about issues concerning the Corporation.
8. Hold regular meetings with all directors of the Board, especially Committee Chairs to ensure that the Committees are keeping up with their approved goal plans and timelines and so that directors may offer feedback on the operations of the Board.
9. Review the minutes of each Board meeting and ensure they are included in the following meeting's agenda package.
10. Notwithstanding Board Committees on which the Chair serves as a voting member, they shall act as an ex-Officio member of all Board committees.
11. Act as the Board Secretary. Many of these responsibilities may be delegated to the AMS Secretary.
12. Prepare the Board Budget.

13. Create a transition manual for the succeeding Chair.
14. Responsible for maintaining proper Board records and secretarial procedures through the Board OneDrive and/or SharePoint repositories.
15. Contribute to and review the publication of the Annual Report prior to the Special Corporate General Meeting in the fall term.

3.2.2 Responsibility to Assembly

1. Prepare a detailed written report for the monthly Assembly meetings.
2. Hold shareholder engagement meetings prior to the Fall Corporate General Meeting with all members of Assembly in smaller groups. The objective of these meetings is to provide some information about the composition and the role of the Board, as well as some of the priorities of the Board for that year to shareholders.
3. Attend the monthly Assembly meetings and be prepared to elaborate on the written report in response to Assembly member's questions.
4. Provide a verbal report on the Board's activities on any business that has transpired subsequent to the time of writing the report.
5. Confirm the Corporate General Meeting dates with the AMS Secretary.
 - a. Prepare the Special and Annual Corporate General Meeting agenda and appendices and make these available to Assembly members 48 hours in advance of the meeting.
 - b. Submit motions to approve the Corporate Meeting agenda, to receive and to approve the agenda appendices one week before the meeting to the Commissioner of Internal Affairs.
 - c. Provide a written proxy option to all Assembly members who will not be in attendance at the Corporate General Meeting at the preceding Assembly meeting.

3.3. Responsibilities of the Vice Chair

1. Exercise the duties of the Chair in their absence.
2. Organize professional development opportunities for the Board.
3. Maintain the AMS Board of Directors OneDrive and ensure files are moved to the appropriate archive folder at the end of the year.
4. Ensure agendas and minutes are uploaded to the AMS Board of Directors OneDrive.
5. Collect, organize, and store legacy paper records, including agendas, minutes, statements, and reports.
6. Prepare a summary at the end of the year of all approved capital expenditures noting, description, amount approved and board meeting approval given and issue to the Controller and General Manager.

3.4. Responsibilities of the President

1. Exercise the Vice President (Operations) duties and powers in their absence.
2. Provide a full written report of their activities to the Board at each meeting.
3. Act as a liaison between the Board and senior management.
4. Act as a liaison between the AMS Office staff and the Board and prepares any reports on office staff matters.
5. Be a voting member of AMS Board.

3.5. Responsibilities of the Vice President (Operations)

1. Provide a full written report of their activities to the Board at each Board meeting.
2. Co-ordinates with the Board Chair to develop the Board Operating Budget subject to approval by the Board. This Budget should include, but is not limited to projected revenues, administrative expenses, and an allowance for and other miscellaneous expenses.
3. Present the monthly corporate statements to the Finance and Risk Committee on a timely basis.
4. Be a voting member of AMS Board.

3.6. Responsibilities of the Vice President (University Affairs)

1. Exercise the Vice President (Operations) duties and powers in their absence, if the President is unable to do so.
2. Provide a full written report of their activities to the Board at each Board meeting.
3. Act as a liaison between the Board and the commissions as needed.
4. Be a voting member of AMS Board.

3.7. Responsibilities of the General Manager

1. The General Manager shall be an employee and Officer of the Corporation. They shall be responsible for the management of all legal matters, issues and resolutions with legal counsel, any contracts that extend past one year, as well as oversight of any complex activities the corporation or the society undertakes from time to time.
2. Additionally, the General Manager shall be responsible for advising on HR issues arising, directly supervising permanent staff, managing the SLC facility – specifically its relationships with commercial tenants, and for overseeing agreements signed for Orientation Week.

3. It is the General Manager's responsibility to ensure that all books and records as required by the Corporation and its services are kept as required by the by-laws or by any applicable statute of law.
4. Advise Board on pertinent developments outside of the AMS, in conjunction with the Executive.
5. Provide a full written report of their activities to the Board at each Board meeting.
6. Serve as Ex-officio, non-voting member of AMS Board.

3.8. Responsibilities of the AMS Secretary

1. Attend all Board meetings and record all material discussions and reports.
2. Produce electronic minutes to be approved at the next Board meeting, differentiating Closed Session minutes from Open Session minutes.
3. Perform duties as delegated by the Chair.
4. During the summer, the AMS Secretary must be present for every Board meeting.
5. Attend Committee meetings as requested and record all material, discussions, and reports.

3.9. Director Attendance

1. The Corporate By-laws of AMS Inc. section 3 specify the attendance requirements of Board members. Once a member has met the conditions that authorize removal from the Board, the decision is left with the Board to enact the by-law. The AMS recognizes that the non-student directors have other commitments that may prevent them from complying with the requirements.
2. Attendance is treated equally for Directors and others attending in-person or virtually, through conference call or video conferencing platform.

3.10. Corporate Transition Process

1. The transition process between outgoing Directors and Incoming Directors will be facilitated by the Vice Chair, the Chair of the Board, and the General Manager where appropriate.
2. Both Incoming and Outgoing Directors are expected to comply with the requirements of the transition process outlined by the Chair and Vice Chair each year in order to receive their honorarium.
3. Incoming Directors are expected to attend Board meetings since being elected as part of the transition process.

4. Renumeration and Honoraria

1. Student Directors shall be remitted an honorarium consistent with the honoraria disbursement schedule in the AMS.
2. An honorarium is awarded to the Chair and Student Directors to offset any financial barrier arising from directors being prohibited from employment by the AMS.
3. All Student Directors shall receive an honorarium as determined by the Personnel Committee and the Board. Honorariums will be partially withheld if expected transition work is not completed.
4. If the Chair feels that the performance of a Student Director has been unsatisfactory, and that they are not deserving of the full honorarium amount, the Chair shall arrange a meeting with the Director in question by the penultimate Board meeting of the semester. At this meeting, the Chair will address the member's unsatisfactory performance, referencing the particular policy mandate expectations not being met by the member. If the problem persists, the Chair shall bring this matter to the immediate attention of the Board at which point a motion to the effect of reducing the member's honorarium will be considered.
5. Student Directors may not hold another position in the AMS that is a full-time position.
6. No member of the Board may hold another position in the AMS that receives an honorarium.
7. Honoraria levels shall be re-evaluated by the Personnel Committee at least every three years, typically when the AMS-wide salary grid is being reviewed.

5. Election of the Chair

1. The incoming Board of Directors shall meet to elect a new Chair and Vice Chair at the inaugural meeting of the Board before the end of April.
2. The outgoing Chair shall oversee this meeting and the election process.
3. All voting members of the Board are entitled to vote for the Chair and Vice Chair.
4. All votes will be cast in a by secret ballot. The Chief Electoral Officer of the AMS will serve as a scrutineer during the collection and counting of the ballots. When the Chief Electoral Officer of the AMS is unable to oversee this process, the outgoing Chair may do so providing they are not on the Board the following year.
5. Notwithstanding the aforementioned clauses, each individual Board may adopt a tie-breaking procedure of their own choosing, decided upon prior to any nominations. Suggestions for tie breaking methods are as follows:
 - a. Preferential balloting with more than 2 candidates; or
 - b. Coin toss, for two candidates.

6. Committees of the Board

6.1. Standing Committees

Standing Committees are permanent committees of Board established to address specific issues. The Board is responsible for setting the strategic direction of, and approving work plans for committees. Committee Chairs are responsible for providing regular progress updates to the Board and scheduling regular meetings. Standing Committee Chairs shall be nominated and elected by the incoming Board every May at the first meeting of the Board. The Chair of the Board shall decide and notify the Board of the election procedures prior to the May meeting and facilitate the election of Standing Committee Chairs.

The Chair of each committee is required to complete a transition manual prior to the end of their term that follows the template and guidelines outlined by the Chair of the Board. This transition manual must summarize the work completed during the year and identify any foreseeable challenges and tasks for the coming year.

The six Standing Committees of the Board are:

1. Finance and Risk Committee
2. Personnel Committee
3. Audit Committee
4. Governance Committee
5. Strategic Planning Committee
6. Investments Committee

6.2. Finance and Risk Committee

6.2.1. Purpose and Authority

The Finance and Risk Committee will make recommendations to Board on matters related to the Corporation's financial management and reporting, including enterprise risk management, and will monitor the internal processes and controls of the Corporation.

6.2.2. Duties and Responsibilities

I. Finance

- Monitor trends in the financial health of the AMS, including service performance, the adequacy of the AMS Membership Fee to fund government operations, and other financial drivers that the Committee deems pertinent.

- Review monthly financial results with a focus on the Services and General Office. The Committee must report issues of material underperformance or excessive spending to the Board.
- Oversee policy relating to the development of the Consolidated Budget, including cost allocations.
- Oversee financial management of all externally and internally restricted funds.

II. Risk

- Establish and evaluate the effectiveness of the AMS's risk management framework.
- Monitor and ensure proper management of risk within the risk categories designated by the Board.
- Discuss with management areas of significant risk exposure and the steps that management has taken to monitor and address these risks.
- Elevate unmanaged risks with a significant expected impact to the attention of Board.

Independent working groups of the Finance and Risk Committee may be struck, as required.

6.2.3. Membership

I. Voting

- Two Student Directors (one of whom shall be appointed Chair)
- One to two Non-Student Director
- President
- Vice President (Operations)
- Chair of the Board

II. Non-Voting

- General Manager
- Controller and Operations Officer, as per request of the Committee Chair
- Any additional member, as per request of the Chair

6.2.4. Meetings

The committee shall meet monthly during the academic year, or more frequently as required. Meeting should be coordinated with the Controller when monthly financial operating results are available.

6.3. Personnel Committee

6.3.1. Purpose and Authority

The Personnel Committee is responsible for the oversight, review, and establishment of policy and remuneration pertaining to all student and permanent staff and volunteers of the AMS.

6.3.2. Duties and Responsibilities

- Regularly review and update AMS human resources policies.
- Receive regular updates from management with respect to the administration of AMS human resources policies.
- Discuss with management significant human resources issues faced by the AMS.
- Review the creation, and the initial to the job descriptions, of all remunerated positions and refer to Board for final approval.
- Submit immediate written notification to Board of any changes or updates made to any job description, which have an impact to remuneration or a change in reporting.
- Review the remuneration framework and specific wage, salary, and honoraria rates and recommend any changes to the Board for approval.
- Monitor and ensure proper management of risk within the risk categories designated by the Board.
- Report to the Human Resources the approval of personnel changes impacting payroll (typically undertaken by the Committee Chair)

Independent working groups of the Personnel Committee may be struck, as required.

6.3.3. Membership

I. Voting

- Two Student Directors (one of whom shall be appointed Chair)
- One to two Non-Student Director
- President
- Vice President (Operations)
- Vice President (University Affairs)
- Chair of the Board

II. Non-Voting

- General Manager
- Director of Human Resources
- Any additional member, as per request of the Chair

6.3.4. Meetings

The committee shall meet monthly during the academic year, or more frequently as required.

6.4 Audit Committee

6.4.1. Purpose and Authority

The Audit Committee shall make recommendations to the Board on matters related to the independent external audit process, including recommending the appointment, and assessing the performance of, the external auditor.

6.4.2. Duties and Responsibilities

- Review audit proposal, scope and costs, and recommend to the Board the appointment of an external auditor at the Fall Corporate General Meeting.
- Review the auditor's report and draft financial statements and recommend their approval to the Board prior to the approval at the Fall Corporate General Meeting.
- Review the auditor's management letter and refer any issues or concerns to the Finance and Risk Committee.
- Meet with external auditors as and when required.
- Refer any concerns regarding the audit or internal control processes to the Finance and Risk Committee.
- Act on other matters referred by the Board as necessary.

6.4.3. Membership

I. Voting

- Chair of the Board (who will Chair this committee)
- Three Student Directors (none of whom is the Vice Chair)
- One Non-Student Director
- Vice President (Operations)

II. Non-Voting

- General Manager
- Controller
- The student and non-student directors of the Committee shall generally be the same as those of the Finance and Risk Committee.

The auditor is entitled to attend the meeting at the expense of the corporation, if requested to appear by any member of the committee.

6.4.4. Meetings

This committee will meet at least once in the Fall to review the audit results, approve the annual financial statements for the previous fiscal year and recommend the auditor for the current fiscal year.

6.5. Governance Committee

6.5.1. Purpose and Authority

The Governance Committee shall work to ensure the effective functioning of the Board and AMS corporate governance.

6.5.2. Duties and Responsibilities

- Oversee a transition, orientation and training process for new Directors
- Organize ongoing professional development and informational sessions on relevant Board issues.
- Perform an annual Board self-evaluation.
- Regularly review the Corporate By-laws, Board Policy Manual, and any other governance documents that the Board deems appropriate for review.
- Monitor trends in student association governance at peer institutions.
- Regularly engage with the Assembly on matters of Assembly-Board jurisdiction.
- Regularly view the distribution of governance responsibilities across the Corporation and AMS more generally, including committee mandates and composition, the need for new policy documents or disposal of outdated policy, and Assembly-Board jurisdiction.

Independent working groups of the Governance Committee may be struck, as required.

6.5.3. Membership

I. Voting

- Two Student Directors (one of whom shall be appointed Chair)
- One to two Non-Student Director
- President
- Vice President (Operations)
- Vice President (University Affairs)
- Chair of the Board

II. Non-Voting

- General Manager

- Information Officer
- Any additional member, as per request of the Chair

6.5.4. Meetings

The committee shall meet monthly during the academic year, or more frequently as required.

6.6. Strategic Planning Committee

6.6.1. Purpose and Authority

The Strategic Planning Committee shall develop short-term and long-term recommendations for all AMS programs and services and submit them to Board as they are completed.

6.6.2 Duties and Responsibilities

- Monitor short-term changes (i.e. 1-4 years) to operating conditions affecting AMS finances and service capacity.
- Monitor long-term strategy (i.e. 5-10 years) for all AMS programs and services.
- Establish and monitor Corporation-wide objectives, performance metrics, and goal planning.
- Develop long-term recommendations based on AMS student feedback to determine what services and programs students will require from the AMS in 3 to 6 years.
- Act on other matters referred by the Board as necessary.

6.6.3. Membership

I. Voting

- Chair of the Board (who will Chair this committee)
- Two Student Directors
- One Non-Student Director
- President
- Vice President (Operations)
- Vice President (University Affairs)

II. Non-Voting

- General Manager
- Controller
- Operations Officer
- Information Officer
- Information Technology Officer

- Human Resources Officer
- Any additional member, as per request of the Chair

6.6.4. Meetings

This committee will meet at least twice during the academic year.

6.7. Investment Committee

6.7.1. Purpose and Authority

The Investment Committee is responsible for the oversight and performance review of the AMS Investment Advisors and the AMS' investment funds. The Committee will also make recommendations to the Board on matters relating to the AMS Investment Policy, contained in Board Policy.

6.7.2. Duties and Responsibilities

- Maintain an understanding of the legal and regulatory requirements and constraints applicable to the investments and keep the Board fully apprised of these.
- On an annual basis, review the Investment Policy Statement (IPS) and make appropriate recommendations to the Board regarding its amendment.
- Formulate specialized instructions and mandates for the Investment Manager which will derive from, reflect and be consistent with the provisions of this IPS.
- Regularly monitor performance and compliance with this IPS and report on these matters to the Board.

6.7.3. Committee Membership

I. Voting

- Two Student Directors (one of whom shall be appointed Chair)
- One to two Non-Student Director
- President
- Vice President (Operations)
- Chair of the Board

II. Non-Voting

- General Manager
- Controller, as per request of the Committee Chair
- Any additional member, as per request of the Chair
- AMS Investment Advisor – CIBC WoodGundy, JJM Investment Group

6.7.4 Meetings

The committee members shall meet annually, early in the Fall semester.

6.8. Ad Hoc Committees

An Ad Hoc Committee may be struck whenever the Board deems it appropriate to establish a committee to address a specific matter and/or fulfill a specific duty that goes beyond the regular duties of the Standing Committees.

The Board shall approve the creation of an Ad Hoc Committee for any specific year via a motion at any Board meeting. The membership and mandate of the Committee shall be explicitly outlined in such motion.

7. Records

7.1. Access to Permanent Board Records

1. Board Permanent Records, including meeting agendas, minutes, appendices and reports, shall be considered public documents for AMS shareholders and thus shall be available for viewing by AMS shareholders upon request.
2. Requests to view Board documents shall be made to the Chair.
3. Permanent records in print format shall not leave the storage location at the AMS office; however, photocopies or PDFs of digital documents may be made upon request to the Chair and will be emailed with appropriate security precautions according to the sensitivity of the record(s) in question.
4. The Board may designate some documents as “Confidential” and these shall be kept separately and exempted from this policy.

7.2 Closed Session Minutes

1. The AMS Board reserves the right to enter closed session, subject to approval by a 2/3 majority vote.
2. Closed session minutes will be kept by the AMS Secretary and will be considered confidential.
3. Minutes from closed session Board discussions are to be taken by the AMS Secretary, reviewed and approved by the Board and then kept on the AMS Board of Directors OneDrive site.
4. The Secretary will only record the essential facts, reasoning and outcomes of each

closed session item. No names will be attached to any of the relevant comments that are recorded.

5. Special closed session minutes will be password protected and passwords shall be kept with the Chair and the General Manager.

7.3 AMS Annual Report Production

The AMS Annual Report's primary purpose is to provide an annual, objective presentation of previous year's results of Society operations. The annual report will present a summary of each major commission/service's mandate combined with both a qualitative review and analysis of their programming, and a quantitative presentation of the condensed financial statements. It is crucial that the primary focus of the report be a review of the initiatives, projects, and financials of the previous fiscal year as well as any long-term projects. Any costs associated with the production of the Annual Report will be provided for in the Board's budget, and the report shall be made available online to all AMS members.

Annual Report Editorial Board:

- Communications Officer (Editor-in-Chief)
- Vice President Operations
- AMS President
- Chair of the Board of Directors
- Information Officer
- General Manager
- Controller

The Communications Officer will serve as the Editor-in-Chief of the Annual Report and be responsible for the production, as included in the job description of the position.

Members of the Annual Report Editorial Board are expected to contribute to the production process where appropriate, ultimately approving the report prior to its publication.

The Board of Directors ensures that the report is accurate, complete and grammatically correct.

The outgoing Communications Officer shall collect and edit end of year reports from all Commissioners, Officers, and Directors by the end of March. Salary and/or honoraria and transition payments will be withheld from individuals who have failed to submit their respective position's report.

The Annual Report Editorial Board shall meet before the month of September to edit, approve, and/or reject the presented draft reports. Once the content is approved, the reports must be passed down to the incoming Communications Officer, as it will be their duty to conduct the layout process during the summer. The Annual Report Editorial Board may inquire about the status of draft reports prior to the end of the year in April, but a meeting is generally difficult given timelines in April.

The draft Annual Report shall be presented to the Annual Report Editorial Board no later than September 30th. At this point, the editorial board will approve or reject the presented draft Annual Report. Following which, the Annual Report should be presented to the Audit Committee of the Board of Directors for approval, along with the draft audited financial statements. Finally, the Annual Report and draft audited financial statements should be approved by the Board of Directors before being made available to the Members of the Corporation.

The final Annual Report (with the draft financial statements) should be made available to the members of the Corporation prior to the Special General Meeting. Once the financial statements have been approved at the Special General Meeting, the finalized report shall be published online and be made available to the general public.

In an effort to engage past Board members and build the Board's alumni network, the President should forward an online copy of the Annual Report to previous members of the Board. The Chair of the Board may assist the President in this effort where necessary.

8. Conflict of Interest Guidelines

As outlined in Bylaw 3.8.1, the Board shall have full responsibility for managing the affairs of the Corporation. Management is responsible and accountable to the Board through the Vice President (Operations). A Board member would therefore be placed in a conflict of interest should they hold a management position within the AMS Inc. Since Management is hired before a new Board is elected, incoming service management may not run for the AMS Board of Directors because their acceptance into the management position precludes them from running for the Board.

Similarly, a voting member of Assembly would be placed in a conflict of interest should they also be a Board member. This conflict of interest should then preclude incoming Assembly members from running for the Board. The Executive and Chair of the Board are exceptions to this policy as they sit on both bodies by virtue of their positions.

Any individual who runs for a position on the AMS Board of Directors must inform Assembly of any potential conflict with respect to their Board position and any other position they may hold in the AMS during their term as Director and how these conflicts will be handled. A member is not eligible to be considered for a staff position within the AMS Inc., as outlined in Bylaw 3.1.3 recognizing that there is a potential for a philosophical conflict of interest. In addition, all voting and ex-officio Board members must declare a conflict of interest in the following instances but not exclusive to these alone:

- a. Relationships with suppliers to the corporate or government sides of the AMS where profit is to be earned by the external party.
- b. Personal relationships among Board members that may impact confidentiality and security of information, as well as voting patterns.
- c. Personal involvement with an external entity that is a direct competitor with the Society. This includes the Tea Room, Clark Hall Pub, Campus Equipment Outfitters and Oil Thigh Designs.

9. Sponsorship and Advertising

9.1. Preamble

An important opportunity exists to allow the AMS to better fulfil its mandate with respect to programming and extracurricular activities at Queen's. These guidelines are intended to ensure that we maintain a consistent approach in our sponsorship arrangements. The students at Queen's represent a significant market force. Privileged access to this market must be granted in an orderly fashion consistent with the goals of both the university and the AMS.

9.2. Purpose of Sponsorship

Our pursuit of corporate sponsorship is intended to improve the quality of student life at Queen's through improved extra-curricular programming.

9.3. Purpose of the Guidelines

The following set of guidelines will serve to:

1. Increase awareness within the AMS of the potential benefits of corporate sponsorship.
2. Increase awareness within the AMS of the potential pitfalls of corporate sponsorship.
3. Remove ambiguity within the organization as to what is acceptable and what is unacceptable in sponsorship agreements.

4. Allow professional, unambiguous and expedient negotiation to occur on an event-by-event basis between the AMS and the sponsor.
5. Ensure tasteful and unobtrusive sponsorship arrangements that are consistent with the goals and beliefs of the AMS.
6. Develop a good reputation in the corporate community for being clear and fair in our approach to sponsorship.

9.4. Guidelines

I. Types of Corporations

- a. We will entertain offers from all companies able, in our sole and exclusive judgement, to satisfy existing AMS policies, and any existing Queen's University policies and Provincial regulations.
- b. Any company sponsoring an AMS event must satisfy existing AMS policies regarding purchase and sale of goods and services.

II. Exclusivity

- a. The AMS will not offer exclusive rights to a single corporation to sponsor all events for a given year.
 - Exclusive representation may be given on an event-by-event basis.
 - It is recognized that it may be in the best interests of the AMS to have the same sponsor for several events. This is permissible and is up to the Board of Directors.
- b. Signage/Props at Events
 - It is understood that sponsoring corporations may require signage as part of their agreements.
 - At alcoholic events, signage will be permitted in accordance with the Liquor License Act and Queen's University policies.
 - Preferred positioning will be offered if the content of the agreement justifies it insofar as the sponsoring company's offer is significantly generous to warrant such exposure.
 - Signs and props will be erected by the AMS unless they defer this task to the sponsoring agent who will act under direct supervision of the AMS and who will when necessary comply with campus engineering specifications.
 - Signs and props must be of high quality and generally will include only names and logos.
 - The AMS reserves the right to take steps to ensure its role as promoter and

organizer of these events is clear to participants.

c. Advertising

- Event sponsors will be permitted to put logos on posters advertising events they are sponsoring.
- Generally, the posters will be of standard AMS design and the sponsor will provide the necessary logos.
- The Vice President (Operations) or the Vice-President (University Affairs, or their delegate, may grant special permission for a sponsor to use their own posters and promotional material for advertising.
- The most significant exposure that will be offered is a co-billing arrangement where the name of the sponsor is subsidiary to the name of the AMS who will act as a lead presenter in all cases.
- The sponsor may make use of AMS published media in accordance with AMS By-laws.

d. Legality

- All arrangements and giveaways must concur with existing municipal, provincial and federal laws.
- All arrangements with liquor companies will be subject to the Queen's University policies and the Liquor License Act of Ontario, and where required will be approved by the LLBO.

e. Approval Process

- Arrangements under this agreement with non-alcoholic sponsors may be ratified by the Executive.

9.5. Revenue from Affinity Programs

The Board recognizes the significant potential value of affinity agreements, noting that every external dollar that the AMS can bring in is either a dollar spent on programs / services / opportunities for its members, or a dollar passed on in savings for the same. Thus, the Board recommends that the AMS Inc. continue to attempt to identify opportunities to enter into such agreements with reputable corporations capable of offering top quality service to our members at a reasonable cost. Such opportunities might include, but would not be limited to, on-campus soft drink pour age, and a range of benefits/services that might be afforded members through exclusive on-campus banking or other arrangements with banks. The Board shall also seek to ensure that the AMS is directly involved in any university initiative (including negotiations) with an external organization, in order to take advantage of opportunities that might feasibly

benefit students.

Revenue generated by an affinity agreement within a given year shall be spent on programs within that year. This offers the students who are enabling the AMS to accrue that revenue, the opportunity to benefit from the programs/services/opportunities it is providing. It is also consistent with the Board's policy of spending interest accrued on investments during the year in which it is accrued.

Affinity programs shall operate as an accountability centre under the Vice President Operations. During the budgeting process, the Executive, having ultimate responsibility for identifying priorities for the expenditure of affinity program revenue, shall submit those priorities to the Board for approval as part of the affinity programs budget. Assuming the Board approves, the revenue from affinity programs may be spent in a number of ways depending on the society's priorities (as defined by the Executive) in a given year. It shall also be acceptable for some affinity revenue to be allocated to the Board's Special Projects Committee, to be redistributed to worthy student projects in areas where the AMS is not presently willing or able to offer services or experiences comparable to those, which an applicant might provide.

No project/service/opportunity shall be funded by affinity revenues without Board approval. This approval may come in the form of a budget that includes certain expenditures (i.e. \$x for the Evening Child Care Centre) or in the form of approval for a particular expenditure (i.e. \$x to pay down the principal on the loan such as that carried by the AMS lounge).

Any projects that are identified throughout the course of the year will be considered by both the Executive and the Board within the context of the budgetary constraints of that year. In other words, if it appears that the revenues from affinity programs will be required to offset the costs of operating existing AMS programs/services/opportunities which benefit the quality of student life, then affinity program revenues will not be directed towards new initiatives.

10. Accounting and Finance

10.1. Board of Directors

(March 1990, April 2014, February 2015)

1. The Board of Directors will not be charged administrative overhead.
2. That the Board of Directors will not be charged capital depreciation for office furniture, equipment or computer purchases. Capital acquisitions and associated amortization will be charged to the General Office.
3. That income accruing from the invested reserves (the Advantage Fund) will fund the

annual Board of Directors operating budget including both operational and discretionary funding. This amount will be transferred at the end of the fiscal year. There shall be no surplus or deficit.

10.2. Allocated Expenses

10.2.1. Administrative Charge

Each AMS corporate service is charged an amount representing a reasonable allocation of costs that are incurred on behalf of the total AMS (i.e. payroll, legal, permanent staff and executive payroll, etc.) and accumulated and reported in the AMS General Office. This allocation is known as the Administrative Charge. The rationale for the Administrative Charge is to ensure that the costs of operating each service is fully costed with both direct and indirect expenses.

Administrative Charges will be set annually by the Vice President (Operations) during the draft phases of the consolidated operating budget.

The reasonableness of the Administrative Charge will be reviewed by the Vice President (Operations) on a regular basis to ensure they continue to represent the estimated utilization of AMS General Office overhead. Year over year consistency is important to ensure that the operating results of the corporate services are not distorted by annual changes to the Administrative Charge as a result of change in judgement or estimating approaches. The Vice President (Operations) shall not adjust the annual Administrative Charge charged to each AMS corporate service by more or less than 10% annually. They may be granted an exception from the Board of Directors under the following condition:

1. There has been a significant increase or decrease in an expense of the AMS General Office that indirectly benefits a service(s); or
2. There has been a significant change in the assessment of Student Activity Fees impacting the AMS General Office.

10.2.2. Space Cost Recovery

Each AMS corporate service is charged an amount representing a representative portion of the total facility costs of the Student Life Centre that are charged to the AMS for space occupied by the AMS and are referred to as Space Cost Recovery.

AMS Clubs and offices of the AMS are not charged a Space Cost Recovery fee. These spaces are considered part of the AMS Society and are there for the benefit of the members of the AMS. All members of the AMS pay the Student Life Centre student activity fee which supports the funding for these spaces.

1. The Space Cost Recovery fees shall be set annually by the Vice President (Operations) during the draft phases of the consolidated operating budget.
2. The Vice President (Operations) shall not adjust the annual Space Costs Recovery charged to each AMS designated space by more or less than 10% annually. They may be granted an exception from the Board of Directors under one of the following conditions:
 - a. There has been an addition, or deletion, of AMS designated spaces; or
 - b. There is an explicit requirement for more funding outlined in the SLC Agreement.

10.3. Policy for Disposal of AMS Assets

(November 1982, April 2014, June 2015)

The following stipulations shall apply to all disposals of AMS property:

1. Disposals shall be administered by the Vice President (Operations), or by a designated representative of the Vice President (Operations).
2. Written bids are to be solicited and received by the administrator of the sale.
3. All property is to be sold without warranty, express or implied, except with the permission of the Board.
4. The property shall be sold to the party submitting the highest bid, provided that the Vice President (Operations) feels that the bid is sufficiently high. If all bids are judged to be inadequate, the disposal shall be referred to the Board.
5. In the event that bids for an equal amount are received, preference is to be given to members of the AMS. If this criterion does not yield an unequivocal solution, the first of the tying bids is to be accepted.
6. If the Board feels that a particular disposal is of an extraordinary nature and that the disposal policy does not provide the most effective method of selling the property, the Board should give the Vice President (Operations) special instructions regarding the sale.
7. All proceeds from disposal are to be received in cash or bank draft prior to the release of property.
8. All associated costs of the disposal are to be borne by the purchaser or taken into consideration when determining the highest bid.

10.4. Capital Expenditures

(20 July 2002, April 2014, February 2016)

The appropriation of AMS funds towards the purchase of capital assets is a key function of the Board; as capital expenditures constitute both a long-term capability and a future commitment. With the aim of creating a uniform process by which these expenditures are approved, and to parallel the practice of other organizations, the capital asset purchases will be made exclusively under this policy.

In keeping with the historical role of the Board within the AMS, the legal requirements imposed by the laws of Ontario, and the authority granted to the Board by Corporation Bylaw 3.08, the Board shall continue to be the final authority on any capital expenditures made by the Society. However, the Board recognizes that the day-to-day operation of the Society may, from time to time, require the purchase of fixed assets for which the cost is below the scope of those expenditures that should be capitalized, or considered by the Board. Furthermore, the Board recognizes that occasions may arise that require, in the best interest of the Society, capital expenditure decisions to be made within a time frame that would render it unreasonable to convene the Board, or that capital expenditure decisions need to be made that would only occur to maintain current operations within a service. With these principles in mind, the following policies apply to capital expenditures.

10.4.1. Appropriation of funds for the purchase of capital goods

The purchase cost of a fixed asset shall be capitalized if it meets each of the following criteria:

- a. The cost is greater than two thousand five hundred dollars; and
- b. The asset in question is expected to yield benefits beyond the current fiscal year.

The purchase of capital assets is subject to the approval of the Board of Directors under the following¹:

- a. The purchase is greater than seven thousand dollars, and is proposed in the annual capital budget, which is approved in conjunction with an operating budget; or
- b. The purchase is greater than seven thousand dollars, and is proposed in the form of a proposal during the operating year; or
- c. The purchase is greater than seven thousand and is deemed “emergent” in nature as outlined in Section 10.7.
 - i. Capital expenditures that qualify as “emergent capital requirements” under

¹ *Capital expenditures only by approval of Board of Directors; Exception; Approval only by motion.*

Section 10.7.1 of this policy shall not be subject to the requirements under Section 10.4.1. but shall follow as closely as possible the same guidelines for supporting the expenditure.

- ii. The approval by the Board of a capital expenditure shall be made only by approval of a motion to that effect. The motion shall include the maximum allowable expenditure (including applicable taxes) and the depreciation period and refer to any specific constraints applied by Board.

The purchase of capital assets is subject to the approval from both AMS Controller (Permanent Staff) and Vice President of Operations under the following:

- a. The purchase is greater than two thousand five hundred dollars and less than seven thousand dollars, and is proposed in the annual capital budget, which is approved in conjunction with an operating budget and monthly report to the Board; or
- b. The purchase is greater than two thousand five hundred dollars and less than seven thousand dollars, and is proposed in the form of a proposal during the operating year
- c. The purchase is greater than two thousand five hundred dollars and less than seven thousand dollars, and is deemed “emergent” in nature as outlined in Section 10.7.1.
 - i. Capital expenditures that qualify as “emergent capital requirements” under Section 10.7.1 of this policy shall not be subject to the requirements under Section 10.4.1. but shall follow as closely as possible the same guidelines for supporting the expenditure.
 - ii. The approval by the Board of a capital expenditure shall be made only by approval of a motion to that effect. The motion shall include the maximum allowable expenditure (including applicable taxes) and the depreciation period and refer to any specific constraints applied by Board.

10.5. Annual Capital Budget Requirements

10.5.1. Process

At the beginning of the year, each service will include a “capital budget” along with their operating budget submission to the Board of Directors, considering all their current assets, which ones might need to be replaced in the current year, and any other capital assets needed to achieve their objectives.

This capital asset spreadsheet should include all the current assets and the depreciation costs the service is paying out.

Any capital expenses that are primarily for renewal must be separately reported and included

in this budget, taking inventory of the service's current equipment and should be provided with an estimated cost of the renewal equipment as well as the useful life of the equipment.

Any capital expenses that are requested for the primary purpose of fulfilling an established goal or objective also require a proposal.

Any other capital requirements that fall below the Board approval threshold outlined in Section 10.4 must also be included in this budget.

10.5.2. Proposal to the Board of Directors

The following documentation must be presented for a capital expenditure request that is required to take the form of a proposal:

- a. Written justification of how the capital expenditure is in the long-term best interests of the AMS (including options analysis if appropriate) by the appropriate Service or Office Manager, on behalf of management.
- b. Demonstration of price comparison and/or purchase options as appropriate. Ensure that all costs associated with duties, custom, delivery and foreign exchange is included, where applicable, to ensure an equal comparison of price.
- c. Demonstration of product comparison (including warranty, maintenance and operating costs) as appropriate.
- d. Depreciation schedule of the capital expenditure.
- e. Depreciation schedule for the service/office showing the status of all the current capital assets being depreciated.
- f. Such other forms and documentation as the Board may direct from time to time.

The Board may demand additional supporting documentation, as it deems necessary to properly assess the proposal. It is expected that capital expenditure proposals of unusual scope be supported by substantial additional documentation.

The amortization scheme of the purchase of any capital asset shall be determined by the Board on a case-by-case basis and should be done in consultation with the Controller of the AMS. Amortization of a capital asset shall begin on the first day of the month following purchase. Consideration is given to:

- a. The anticipated lifetime of the asset;
- b. Past practices; and
- c. Generally accepted accounting principles.

10.6. Guidelines for Amortization

In determining the amortization scheme of a capital asset purchase, with regard to section 10.5, the Board shall specifically consider:²

- a. Manufacturer's specifications;
- b. Warranty and service provisions;
- c. Past experience with similar assets;
- d. AMS Accounting policy;
- e. Revenue Canada guidelines; and
- f. Industry practice.

² *Amortization to begin in month immediately subsequent to acquisition.*

10.7. Emergent Capital Requirements

10.7.1. Definition

For the purposes of this policy, an "emergent capital requirement" shall be a requirement for a capital expenditure of such a nature that the deferral of the expense until such time as the Board could reasonably be convened would cause a material loss to the Corporation.

10.7.2. Process

In the case of an "emergent capital requirement", the expenditure of funds to satisfy the requirement may be made without the prior approval of the Board upon satisfaction of the following criteria:

- a. The written authorization of one of: the President, or the Vice President (Operations);
and
- b. The written authorization of the Chair of the Board (or the acting Chair of the Board).

The details of any capital expenditure made under this section shall be provided to the Board as soon as practicable, along with the written authorizations demanded under section 10.7.2 and the required capital expenditure documentation as outlined in Section 10.5.2.

The Board shall pass a motion ratifying the emergent capital expenditure, to determine the amortization scheme of an expenditure made under this section and to refer to any specific constraints applied by Board.

11. Restricted Funds

(13 December 1998, April 2014, February 2016)

Fund Accounting

Fund accounting comprises the collective accounting procedures resulting in a self-balancing set of accounts for each fund established by legal, contractual or voluntary actions of an organization. Fund accounting involves an accounting segregation, though not necessarily a physical segregation, of resources. Internally restricted funds allow an organization to separate extraordinary, non-operational expenses from the operating fund, thereby removing a psychological disincentive to save or make large expenditures and plan for projects of a longer time horizon.

Restricted funds are classified as either internally or externally restricted. These terms refer to the basis under which the funds were established, which will also determine the governance and authority over the fund. See section 12.2 below.

Restricted funds or reserves are reported in the Balance Sheet of the AMS in the Net Assets section. The associated invested funds for the funds are reported in the Balance Sheet in the Asset-Marketable securities section. All AMS restricted funds are funded and therefore are referred to as restricted funds in this document.

11.1. Established Criteria for Restricted Funds

11.1.1. Internally Restricted Funds

It is appropriate to establish an internally restricted fund in instances where it is necessary to build up cash balances for specific purposes such as building repair and replacement funds, program funds to support program continuation if income is uncertain, and opportunity funds to allow the AMS to provide seed funding for a new idea or innovation. The purpose of all funds must be consistent with the AMS Mission Statement. The establishment and subsequent change of internally restricted funds are under the sole authority and responsibility of the AMS Board of Directors.

A condition of approval requires that all internally restricted funds establish an associated policy which includes the following elements, if they are not otherwise included elsewhere in this policy manual:

- a. The purpose for creating a fund and anticipated time horizon;

- b. Definition of the source of funds, intended use, and calculation of target amounts;
- c. Assignment of authority for spending ; such as a committee, the appropriate Executive member or the General Manager;
- d. Responsibilities for and frequency of reporting fund balances and use and source of funds, which will normally include reporting to the Finance and Risk Committee and to the Board;
- e. Any specific policies, if needed, about investment of funds; however, normally the funds will be invested consistent with the AMS Investment Policy.

11.1.2. Externally Restricted Funds

From time to time there may be circumstances where a restricted fund is required. This is usually derived from a contract entered into with external parties to the AMS. The terms of the contract will determine the criteria for the establishment of the restricted fund. It is categorized as 'external' due to the fact that bodies external to the AMS are parties to the approval and governance of the fund.

11.2. Budgets Subject to Approval of Board of Directors

All budgets for internally and externally restricted funds shall be passed by the AMS Board and must detail all sources of revenue and proposed expenditures, if any. These budgets shall be approved by the Board during the same period as the approval of the Consolidated Operating Budget. Note that there may be additional approvals required for externally restricted funds based on the terms of the contract governing these funds.

11.3. Expenditures Within Restricted Funds

- a. **Final Approval by the Board:** Although the proposals for expenditures will emanate from different sources and management structures depending on the fund, all expenditures are subject to approval by the Board. This can occur through either the explicit inclusion of the expenditure in the budget prepared by the Vice President (Operations) at the end of the summer, and the approval of that budget; or through a specific motion at the Board after the budget has been passed
- b. **Necessity for Depreciation Determined by Ownership of Asset:** Whether or not a capital asset that is purchased out of an Internally Restricted Fund is depreciated depends on whether the AMS has legal ownership of the asset. If the expenditure is a contribution toward an asset that we do not gain legal ownership of, it does

not increase the book value of the Corporation's assets and thus will not be depreciated.

- c. **Final Approval over Depreciation Decision by AMS Board:** Pursuant to Board Policy on Capital expenditures the AMS Board retains final approval over all decisions relating to the depreciation, if any, of a capital asset.

11.4. Process for Instituting New Internally Restricted Funds

In light of the fact that the creation of an internally restricted fund mid-way through the year can radically alter the final balance of the operating fund and the appearance of AMS Finances, the following policy has been developed:

- a. **Recommendations of Finance and Risk Committee required:** The Finance and Risk Committee will review all proposals for new internally restricted funds. The committee will consider the merit of the proposal using criteria stated in this policy, as well as other criteria that it sees fit. The internally restricted fund proposal will not be considered for approval at Board if it fails to receive a recommendation for approval from the committee.
- b. **Changes to Take Effect in Following Fiscal Year:** Unless the approval of a new internally restricted fund precedes the approval of the AMS Operating Budget at Board in late summer, the new fund will not be implemented until the following fiscal year.
- c. **Process for Review of all Internally Restricted Funds:** Based on the annual budget for each fund approved by Board, results for each will be presented to the Board in August and December of each year by the Vice President (Operations) and General Manager. In April, the General Manager will present a comprehensive full-year report to the Board on the performance of the Internally Restricted Funds individually and as a whole.

11.5. Security of Capital Reserve

(24 April 1998, April 2014, February 2016)

The AMS shall maintain a Security of Capital Reserve as protective measure in case of emergencies in connection with safety, loss of property, or loss of funding and provides security in addition to AMS liability and property insurance.

The Security of Capital Reserve is fixed at \$250,000; this amount is to be reviewed annually by the Board, the Finance & Risk Committee and the Corporation's Auditors.

All increases or decreased to this reserve must be made in keeping with the mandate and be approved by the Board.

The AMS will endeavour to ensure that this Security of Capital Reserve is consistent with any Canada Revenue Agency requirements.

11.6. The AMS Student Centre Fund Policy

(31 March 2011, April 2014, February 2016)

11.6.1 Purpose

The intent of this internally restricted fund is to provide control over surpluses and deficits arising from AMS occupied facilities, managed by the AMS, for the AMS and its members. Accumulated surpluses are to be used by the AMS to fund AMS facility-based projects and improvements, as approved by the Board.

The most significant expenditure of this fund is the AMS portion of the facility operating costs of the Student Life Centre buildings (defined to be the non-athletic portion of the Queen's Centre, the John Deutsch University Centre and the Grey House). The majority of these facility operating costs are budgeted and managed by the University – Physical Plant Services Department and are a major driver in the determination of the Student Life Centre mandatory student activity fee.

11.6.2 General Policy & Management

Revenue sources are derived from the Student Life Centre mandatory student activity fee and from AMS services who are assessed a rent consistent with the space they occupy (referred to as space costs allocations).

Disbursements include:

- a. AMS portion of the Student Life Centre facility operating costs as calculated by a formula within the SLC Agreement between Queen's University, the SGPS and AMS.
- b. Rent paid to Queen's University for occupation of 190 University Avenue (known as the Journal House) and associated leasehold costs, if applicable.
- c. Special projects as approved by the Board of Directors from time to time to enhance and maintain the facilities occupied by the AMS in the Student Life Centre buildings.
- d. An Administrative Charge, representing an allocation of costs of the AMS

General Office, as determined by the Vice President Operations.

11.6.3 Review & Reporting

The annual AMS Student Centre Fund budget shall be developed by the Vice President (Operations) and approved by the Board. Budget results shall be reported as per Section 11.2.

11.7. The AMS Advantage Fund Policy

(March 2011, February 2016)

11.7.1 Purpose

The primary purpose of the Advantage Fund is to provide a source of financial support for major projects deemed by the Board and the Executive to be in the long-term best interest of students and a benefit to the AMS membership and community. Eligible projects shall normally be identified, or otherwise presented to the Board, by senior level AMS leadership and must be consistent with the AMS Mission, Vision, and Operating statements.

Insofar as the Fund is designed to allocate funding only for exceptional projects delivering broad benefits to the community, it need not be utilized in every, or any, given year, and thus may accumulate over time. Recognizing that the Fund is performance based and tied to external factors, eligible projects shall not be those that require funding on an ongoing basis or in perpetuity, though projects may and should have long-term benefits.

The Fund shall not have a minimum or maximum expenditure level to which allocation decisions shall abide, though all expenditures are subject to approval by the Board.

11.7.2 General Policy & Management

1. The **Advantage Fund**, is an internally restricted fund, and functions in accordance with the following parameters:
 - a. **Accounting:** Investments purchased are both income producing and have the potential for capital and foreign exchange gains and losses. Fund revenues are derived from actual interest and dividend income received, realized and unrealized capital gains and losses and realized and unrealized foreign exchange gains and losses. Disbursements of the fund include brokerage fees, an administrative charge, an annual allocation to fund the Board of Directors department budget (see below), and any special purpose expenditure approved by the Board.

- b. **Annual Allocation:** There will be an annual transfer (fund expense) from the Advantage Fund through to the Operating Fund for the Board of Directors department budget. This allocation shall be up to an amount roughly equivalent to the average annual net investment income (i.e. interest and dividends) anticipated to be realized on the investment portfolio.
2. **Transfers:** The total amount under investment may be increased or decreased, on an annual basis, by transfers to and from the Short-term Investment Fund (SIF) account, depending on the projected needs of the Society, while always ensuring that the total amount invested is equal to or in excess of the total amount of restricted funds.
3. **Debit & Credits:** As a result of implementing its investment strategy, and to respond to temporary cash flow requirements or surpluses, the AMS may establish preferred borrowing rates for loans using the investment portfolio as security and the cost associated with the loans should be recorded here.

11.7.3 Review & Reporting

The annual Advantage Fund budget shall be developed by the Vice President (Operations) and approved by the Board, results shall be reported as per Section 11.2. Annually, the Advantage Fund and the market value of all investments will be reported in the Audited Financial Statements and the Society's Annual Report.

12. Health and Dental Plans Fund Policy

(31 March 2011, February 2016)

12.1. Purpose

The primary purpose of the health and dental insurance plans is to provide universal access to health and dental insured benefits at a financial cost that is accessible, and the underlying benefits are determined based on the demographics and requirements of the undergraduate student population that comprises of AMS members. The AMS has contracted with a major benefits provider to provide benefits under these plans that are underwritten on a fully insured retention or refund accounting basis. This means that the AMS participates directly in the financial results of the plans and is therefore financial responsible for the payment of all claims. To support the AMS in the administration of these plans, they have entered into a multi-year contract with a firm that provides consultancy and administrative services specific to student focused plans (i.e. broker).

12.2. General Policy & Management

12.2.1 General Overview

Revenue sources for the fund are an annual student activity fee for each benefit (i.e. health and dental). This fee is optional to students under the condition that the student has provided proof of equivalent coverage. The intent of this condition is to ensure that all students have access to fundamental health and dental benefits at rates that are accessible. Claims are generally submitted through the insurance company's electronic network for payment at the point of purchase, e.g. pharmacy or dentist office or directly with the insurance company.

12.2.2 Setting the Student Activity Fees and Plan Premium Fees

The annual premium, for each year's plan arises from negotiations between the AMS, our broker and the insurance company. These negotiations address the administrative cost/profit, but primarily consider the expected incurred claims as a function of the following factors: the level and type of benefits; number of people on the plan; any prior years' deficit/surplus; potential increase in cost of provided benefits; and the uncertainty surrounding all of these predictions. This exercise is done to determine the total payments the AMS will be required to make each year to fund claims made against the plans, ahead of knowing the actual claims activity for the year. Claims for a particular policy year may be made up to six months after the policy year and therefore final financial results of the plans are not available until approximately 8 – 10 months after the end of the plan year. Should actual claims exceed the established premium paid during the policy year, the AMS will be asked for additional payments. Student Activity Fees are reviewed and established upon review of the prior plan year operating/claim results.

12.2.3 Type of Insurance Agreement

The AMS health and dental plans are called retention or refund accounting agreements and are between the insurance company and the AMS. The AMS assumes all the risk and return within the plan structure and maintains reserves to manage that risk. The insurance company administers processing of claims.

12.2.4 Reconciliation

Approximately eight months after the policy year end, the final actual incurred claim results of the prior (last) year's plans is reconciled and the surplus or deficit as compared to the premium paid is determined and "distributed" according to the terms of the agreement. This process is used to set the each of the Student Activity Fees for the next academic year with a goal to keep

the fund within a certain minimum and maximum. This activity is typically completed in March for the plan year commencing the following September and must be completed prior to the submission of the student activity fee slate to the Board of Trustees at the end of March.

12.2.5 Communication

The AMS shall, through the broker and its own means, endeavor to communicate the benefits of each plan as widely as possible. Informational campaigns shall be undertaken by the Society annually in a way seen fit by the broker and AMS as manager.

It is the duty of the Vice President (Operations) to create and execute on an annual communications plan that is coordinated through the broker. The communications plan must be developed prior to the start of each academic year in September.

12.3 Health and Dental Plan Fund

In light of the conditions and understandings set out above, the AMS shall establish an internally restricted Health and Dental (H&D) Plan Fund.

- a. Purpose
 - i. Ensure that fees students pay for H&D Plans are always used directly for those purposes.
 - ii. Facilitate provision of the best plan benefits for the lowest possible fee per member student on a consistent basis.
 - iii. Reduce/spread out the effect that variations in the resultant claims could have on the fees paid by students on the plan and the benefits provided by the plan.
 - iv. Provide accountability and visibility of surpluses/deficits arising from the current year plan operations and prior year's plans' claim results.
 - v. Provide the AMS with sufficient financial resources to continue to manage these plans on a self-insured basis.
 - vi. Eliminate the effect that the plans' volatility has on the performance of the Operations Fund.
- b. Treatment of Plan and Fund Revenues and Expenditures
 - i. Each plan will be budgeted and accounted for as a separate cost centre with its own revenues and expenditures. These revenues shall include both the student activity fees collected from the student members of the plan and any surpluses/deficits from the prior year's claim results. The expenditures shall include the current year operations (premium) expenses, consultant fees and AMS admin fee allocation for its share of costs from AMS General Office.

c. Fund Management Guidelines

The plans will be managed in such a way as to have a reasonable expectation that:

- i. The subsequent (predicted) year's Fund (virtual)² balance will be no less than 20% of the composite of each of the plan's incurred claims and
- ii. The subsequent (predicted) year's Fund (virtual)³ balance will be no more than 30% of the composite of each of the plans' incurred claims.³
- iii. In the event the Fund accumulates a surplus balance in excess of the management guideline that surplus shall be used to enhance the benefits afforded under the plan and/or to reduce the future individual annual student activity fee.
- iv. Approval of each of the specific component Plans, and the overall Fund, shall be by motion by the Board.
- v. If the Fund Management guidelines cannot be expected to be achieved in accordance with this policy the Board shall approve the exception by a specific motion to that effect.
- vi. If there is an inadequate balance in the Fund to provide for the support of the current year's operating budgets for the Plans, the Board of Directors may, but only in only exceptional circumstances, provide the Fund with a one-year loan from the AMS Operating Fund or some other source upon Board of Directors approval. *(Note: This approval must be contingent on a reasonable expectation that the H&D Plan Fund will be able to pay back the loan AND be within the management guidelines in the subsequent year).*

12.4. Review & Reporting

The annual Health and Dental Plan budget shall be developed by the Vice President (Operations) and approved by the Board during the same timing as the annual Operating Budgets are approved. Budget results shall be reported as per 10.2. Annually, the Health & Dental Plan Fund and the market value of all investments will be reported in the Audited Financial Statements and the Society's Annual Report.

The Fund budget shall explicitly show a schedule detailing the components of the Health and Dental plans operating revenues and expenses commitment, the history of the effects on the fund from prior years' plans claim results and a schedule detailing the budgeted impacts on the overall Fund for the current year and the predicted impact on the subsequent (next) year.

² The value of any claims fluctuation reserves and/or deficits that are (or are expected to be) in place, and that are being held "in trust" for the AMS, will be included in the determination of the overall ("virtual") Fund balance minimum and maximum retention targets.

13. The AMS Membership Bursary Fund Policy

(April 2014, February 2016)

13.1. Purpose

The primary purpose of the AMS Membership Bursary Fund shall be to assist students facing severe financial challenges in paying the cost of the AMS Mandatory Student Activity Fee slate and the AMS Membership fee. The funds will be administered through Student Awards as part of the General Bursary. The AMS will have control over the amount of funds contributed every year. The terms of reference for this bursary can be found appended to this document.

13.2. General Policy & Management

The Vice President (Operations) shall be tasked with 1) determining the annual allocation to Student Awards in consultation with the Executive and 2) ensuring that this money is transferred annually. This amount will be consistent with the historical allocations and consistent with the monies available in the fund and will be a minimum of \$5,000 each year for 5 years commencing in 2014.

The Vice President (Operations) shall ensure that they receive the number of recipients of monies from the fund from the Student Awards Office and an annual fund report prepared by the Office of Advancement, as outlined in the terms of reference of the bursary, appended to this document.

In addition, the Vice President (Operations) shall ensure that any uncollected, withheld or otherwise undisbursed student activity fee funds, be allocated to the AMS Membership Bursary Fund in accordance with the Student Activity Fee policy. Allocations of this nature are at the discretion of the outgoing Vice President (Operations) at the end of their term, subject to the approval by the Board. Allocations by the outgoing Vice President (Operations) will be used toward the AMS' financial obligation to the Membership Bursary Fund in the incoming Vice President (Operations)' term. This fund will be invested consistent with the AMS Investment Policy.

13.2. Review & Reporting

The annual AMS Membership Bursary Fund budget shall be developed by the Vice President (Operations) and approved by the Board of Directors during the same period as the annual Operating Budget. Budget results shall be reported as per Section 12.5 (c) - Process for Review of all Internally Restricted Funds. Annually, the AMS Membership Bursary Fund will be reported in the Audited Financial Statements and the Society's Annual Report.

14. Accessibility Queen's Fund Policy

(February 2016)

14.1. Purpose

The primary purpose of the Accessibility Queen's Fund shall be to improve physical, academic and social accessibility for students across campus and particularly students with disabilities. The funds will be administered by the Accessibility Queen's Granting Committee; however, the Board of Directors holds ultimate authority with respect to the amount of funds disbursed every year.

14.2. General Policy & Management

The Accessibility Queen's Fund is funded via a student activity fee. AMS Board decided in March 2019 to allocate \$2.50 of the total fee of \$3.00 towards funding of the redevelopment of the new John Deutsch University Centre. The new Accessibility Queen's fee is the remaining portion of the original fee less \$2.50.

The AQ budget shall include a provision for transportation subsidies to meet the obligations of established AMS bursaries. These funds will be administered through Student Awards as part of the General Bursary. The AMS will have control over the amount of funds contributed every year.

Other granting from the fund is administered by the AQ Committee which is chaired by the AMS Social Issues Commissioner. It is the responsibility of the Vice President (University Affairs) to ensure that all proposed grants are consistent with the mandate of the fund and meet budgetary restrictions set by the Board.

The Board of Directors holds ultimate authority with respect to the amount of funds disbursed every year. All grants determined via the AQ Committee must be presented to Board for their approval prior to disbursement.

This fund will be invested consistent with Section 11 of this policy.

14.3. Review & Reporting

The annual Accessibility Queen's budget shall be developed by the Vice President (Operations) and reviewed by the Board of Directors during the same period as the annual Operating Budget. Budget results shall be reported as per 10.2. Annually, the Accessibility Queen's fund will be reported in the Audited Financial Statements and the Society's Annual Report.

15. The Student Life Centre Facilities External Fund Policy

(February 2016)

15.1. Purpose

In 2011, and renewed in 2015, the AMS entered into an agreement with Queen's University and the Society of Graduate and Professional Students (SGPS) to allocate space and jointly pay, based on a described formula, for the facility costs of the Student Life Centre. This agreement requires that two reserves be established and funded; one called the Contingency Fund and the other the Capital Projects fund. The University entered into a separate agreement with the AMS granting the AMS the responsibility to manage (i.e. the Manager) the SLC on behalf of Queen's, the AMS and SGPS in accordance with the Management Agreement. It is the responsibility of the Manager to account for these reserves and the funding of the reserves.

General Policy & Management

- The general policy and management for the Student Life Centre Facilities Fund can be found in the SLC Agreement between the AMS, the SGPS and Queen's University, which is appended to this document.
- An annual operating budget is prepared by the University – Physical Plant Services. Information from this budget is incorporated into the SLC Facilities Budget which is reviewed by the AMS, as the Manager for the SLC Facility. The budget is required to be approved by the SLC Management Committee when they meet in the fall and approved by the AMS Board along with the annual Operating Budget. The SLC Facilities Budget always nets to zero as the total of the operating costs are funded by the three parties to the Agreement in accordance with the formula defined in the SLC Agreement.

The only component of the budget that has a carry-forward component, and is represented by the Student Life Centre Facilities fund, is the Capital Projects fund (\$70K per annum) and Contingency Fund (5% of operating costs). These fund balances and disbursements are managed in accordance with the terms of the SLC Agreement.

The fund is designated as an external fund as decisions are made by internal and external stakeholders; AMS, University and SGPS.

For purposes of administering the approval process for projects proposed to be funded by the Capital Projects fund, the following information is provided as guidance to understand the terms of the Agreement:

- a. General AMS capital projects (non-service); i.e. boardroom, kitchen, AMS offices; will be accounted for as leasehold improvements and leasehold amortization will be budgeted in the AMS General Office accounts.
- b. Capital improvements for other general/ joint/common student use areas of the Student Life Centre components, i.e. lounges, clubs, meeting rooms, HVAC, display cases, public spaces, information centres, security etc. decided by the AMS as the Building Manager, will be expensed/allocated through the Student Life Centre Facilities budget and funded by all three parties in accordance with the Agreement.
- c. Capital and operational costs directly attributable to the building operations and maintenance shall be allocated through the Student Life Centre Facilities Budget.
- d. Costs associated with cosmetic or discretionary capital improvements made to AMS services shall be borne by the service.
- e. Insofar as the capital improvements are required due to changes outside of a service's control (i.e. deferred maintenance or other changes required by law) or infrastructure related (i.e. mechanical, HVAC) the costs shall be the responsibility of the University.

15.2. Review & Reporting

The annual Student Life Centre Facilities budget shall be developed by the Vice President (Operations) and reviewed and approved by the Board of Directors at the time that the Operating Budgets are approved. Budget results shall be reported as per Section 10.2 and will be reported in the Audited Financial Statements and the Society's Annual Report.

16. Contractual Relationships/Documentation/Administration

16.1. Background

(July 2008, February 2016)

The AMS corporate by-laws cited below provide the framework for the fiduciary responsibility of selected individuals for entering the AMS into a variety of materially significant commitments:

By-law Section 4.1 Officers of the Corporation

4.1.1 The Officers of the Corporation shall be the President, Vice-President (Operations) and Vice-President (University Affairs) of the Society, the Chair, Vice-Chair, General Manager and any other person designated an Officer by a by-law.

By-law Section 6.01 Execution of Documents

6.1.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by one of the Executive and the General Manager.

16.2. Policy

The policy to enact these responsibilities for commitments that were material to the AMS and in a practical administratively and managerial way, was set out by the Board of Directors, in 1998, where the Board of Directors further defined commitments requiring this level of oversight as being *“those commitments entered into by any person of the AMS (Associate & Corporation) involving an exchange of value more than \$5,000 and/or extending beyond one fiscal year”*. This was a specific response taken by the Board of Directors to prevent the further proliferation of commitments that were unknown to the Board of Directors or even upper management, poorly framed, sub-optimal in terms of benefits, exposed the AMS to risk (legal or financial) and in other ways may not have been in the best interest of the AMS. In addition, to ensure the fiduciary responsibility was being enacted by an individual that could proactively guide and support the commitment process, the Chair delegated their authority to execute these documents to the General Manager.

16.3. Procedures

As in most administrative practices, the responsibility for an act of signing carries with it the fiduciary confirmation of a multitude of associated administrative processes, best practices, operational relevance, managerial actions, resource allocations, legal and regulatory

compliances, etc. Listed below are specific guidelines relevant to the considerations and benefits that should accrue from this managerial, executive, and Board fiduciary oversight:

1. Administrative: Meet the legal responsibilities of the Corporation, record of the commitment on file to support the receipt or payment of revenue, back up for Auditors, documentation to redress difficulties with the commitment.
2. Current Operations: Ensure the commitment is relevant and enacted, careful review and development of services, responsibilities, procedures that match the operational requirements, multi-year provisions for consistency of supply and price, and reduction of administrative and managerial effort.
3. Collateral Benefits: Secondary opportunities to support sponsorship, advertising, mentoring, provision of access and pricing for other operations of the society including faculty societies and clubs.
4. Future Plans & Reputation: Integrity and credibility of the Society in establishing and maintaining commitments – establishment of enduring connection and partnership with the AMS for future support – community members, alumni connection, town gown, future initiatives, personal engagement on Board, etc.

17. Corporate Philosophy

17.1. Budgeting for Zero/Transfer of Surpluses

(January 2016)

The Corporation, as a whole, targets to break even. Certain services will generate surpluses and others, deficits. In any single year or over a designated longer time horizon consideration will always be given to those services generating deficits, to determine if the non-financial objectives of the corporation are being met and therefore justify the negative financial results. Likewise, services generating significant surpluses will be reviewed to ensure that students continue to receive the lowest-cost services and products, consistent with the corporation's double bottom line. Keeping in mind the mission of the AMS to provide jobs and experiential learning opportunities to its members, the services as a whole will be targeted to break even.

17.2. Differentiation of AMS Services

(January 2016)

The AMS has traditionally been divided into two parts, commonly referred to as the “corporate” side and the “government” side. Within the corporate side it is useful to distinguish between services, which have the potential to be revenue generating (generally called *businesses*) and those, which do not (generally called *programs*). This distinction is made in order to ensure that each service is financially accountable and is operating in a manner that is consistent with the conditions that originally led its establishment.

Therefore, the Board has adopted an understanding wherein corporate services are categorized as either *businesses* or *programs*. It is important to note that the classification of a service as a business does not mean that a service should be expected to make a surplus, nor does classification as a program mean that a deficit should be encouraged. Services classified as *programs* must be deemed essential to the AMS and be limited to those where the unit cannot reasonably be expected to cover its operating expenses through user fees. These services rely on other sources of funding such as mandatory or opt-out student fees. Under this classification, Walkhome, Queen’s Student Constables and Peer Support Centre are examples that satisfy the definition.

17.3. Non-Student Sources of Funding

(January 2016)

In keeping with the corporation’s not-for-profit status and objectives, the Board endorses a policy of minimizing the cost to Queen’s students for all AMS services by keeping prices, advertising rates and any applicable student fees to a minimum (while seeking to ensure self-sufficiency for each service.) Non-student sources of funding, however, do not fall under this policy and therefore should be maximized or strategically exploited where possible and appropriate in order to maximize the social value.

17.4. Student vs. Permanent Staff Managers

(January 2016)

The AMS is unique among undergraduate student governments in Canada in that its services are entirely owned and managed by students. The Board recognizes the tremendous value that these management opportunities provide in terms of transformative learning and the acquisition of a wide range of intellectual, practical and social skills. The Board views this

unique feature of the AMS as critically important to preserve, and therefore strongly endorses the principle of employing student managers, irrespective of any potential benefits which might arise from moving towards permanent staff managers.

17.5. Policy Regarding the Establishment of a New Service, or the Expansion of an Existing Service

(January 2016)

This policy outlines general guidelines for the Board as it considers the introduction of a new corporate service or the expansion of an existing service. The responsibility for developing a proposal for a new service or evaluating opportunities for the significant expansion of an existing service, is delegated to the Board of Directors. Any proposal from the committee shall be subject to Board approval. The Board shall set such requirements and guidelines for the committee, as it deems necessary before it considers a proposal. Such requirements shall normally include, but not be limited to:

- Details regarding how the service will benefit AMS members and why the AMS is the most suitable body to provide this service
- Financial analysis of the service's expected contribution to AMS overhead costs
- How the service fits into the operations of the entire corporation
- A listing of expected managerial and staff positions to be offered
- Supporting research
- Timelines
- Preliminary budget

In assessing the potential viability of an AMS service, the Board shall normally consider both the non-financial and financial benefits the service provides. Non-financial benefits derived from a service to be considered may include, but not limited to:

1. Availability: The providing of services that would otherwise not be available.
2. Cost: An existing service may be available but is too expensive to adequately meet the needs of society members.
3. Convenience: An existing service may be available and inexpensive but is either inconveniently located or unsuitably scheduled or designed to serve society members.
4. Security of Supply: An existing service may be available at a reasonable price and convenient but in danger of being withdrawn. The Board in this situation would have to weigh the relative importance of the service to the members, the

inconvenience created by its possible withdrawal against the financial burdens of replacing that service, while taking into account the start-up costs and the long-term operational feasibility of providing such a service.

5. Satisfaction: An existing service may be available, inexpensive, convenient and secure in supply, yet the quality of the service may not adequately satisfy society members.

Financial benefits derived from a service to be considered may include but not limited to:

1. Corporate Financial Return: The net return generated by a service run by the AMS.
2. Individual Financial Return: Any salaries or payments supplied to individuals involved in the conception and design, the administration, or the operation of any AMS service.

Additionally, AMS Services should be expected to maximize the level of opportunity and experience for the students involved in the conception design, administration, or the operation of service. Non-financial benefit, corporate, and individual financial returns are to all be evaluated with respect to the corporation's double bottom line.

At the time of a new service opening, the Board shall determine an appropriate introductory period during which time it is expected that both capital costs and operating deficits will be absorbed by the AMS.

17.6. Policy Regarding the Closing Services

(January 2016)

In assessing the viability of an AMS service and whether or not it should be closed, the Board shall normally consider both the non-financial and financial benefits the service provides. Non-financial benefits derived from a service to be considered may include, but not limited to:

1. Availability: The providing of services, which would otherwise not be available.
2. Cost: An existing service may be available but is too expensive to adequately meet the needs of society members.
3. Convenience: An existing service may be available and inexpensive but is either inconveniently located or unsuitably scheduled or designed to serve society members.
4. Security of Supply: An existing service may be available at a reasonable price and convenient but in danger of being withdrawn. The Board in this situation would have to weigh the relative importance of the service to the members, the

inconvenience created by its possible withdrawal against the financial burdens of replacing that service, while taking into account the start-up costs and the long-term operational feasibility of providing such a service.

5. Satisfaction: An existing service may be available, inexpensive, convenient and secure in supply, yet the quality of the service may not adequately satisfy society members.

Financial benefits derived from a service to be considered may include but not limited to:

1. Corporate Financial Return: The net return generated by a service run by the AMS.
2. Individual Financial Return: Any salaries or payments supplied to individuals involved in the conception and design, the administration, or the operation of any AMS service.

Additionally, AMS Services should be expected to maximize the level of opportunity and experience for the students involved in the conception design, administration, or the operation of service. Non-financial benefit, corporate, and individual financial returns are to all be evaluated with respect to the corporation's double bottom line.

With respect to accumulated deficits, a business must be able to cover all of its costs. This must be on a long-term basis and not simply the result of a yearly fluctuation. A permanent, recurring, material deficit should not be tolerated. If it is small it should be corrected without shutting down the business, if it is too large to be corrected in any way, the business should be closed.

At the time of a new service opening, the Board shall determine an appropriate introductory period during which time it is expected that both capital costs and operating deficits will be absorbed by the AMS. After that time, the long-term self-sufficiency stipulation would apply. A suitable definition of this condition is that after the designated introductory period, a service should operate at least at break-even. If a service cannot perform at a break-even pace over this period, the service should be modified or closed. More generally, if the criterion for the opening of a service is not being satisfied, the Board should then subject the service to a formal review.

18. Intra-AMS Relationships

18.1. References to Assembly

(1989)

18.1.1. Preamble

The purpose of this policy is to set out guidelines as to when the Assembly should be given a right of input to a Board decision prior to that decision being made. The policy is intentionally vague as different Boards and Assemblies will differ in the amount of information and reporting that they feel is necessary. This document ensures that the required communication occurs without locking either of the bodies into time consuming and potentially unnecessary reporting procedures.

18.1.2. Policy

1. In interpreting By-law 3.08.05, the Board should consider what issues legitimately warrant discussion before a decision is taken to the representative forum provided by Assembly. Without in anyway limiting the scope of this inquiry, the following factors should be taken into consideration when looking at a particular issue:
 - a. its materiality to the Society and;
 - b. whether it sets a precedent and/or;
 - c. whether it is non-recurring.
2. If for reasons of urgency it is, in the opinion of the majority of the members of the Board of Directors, impractical to delay a decision so that Assembly can exercise a right of input, the Board of Directors may make the decision without Assembly's input.
3. If the Board of Directors exercises its discretion as provided for in Section 2, a full report must be given to Assembly's next meeting to the extent that the details do not remain confidential at the discretion of the Board.

18.1.3. Jurisdiction

1. Policies falling exclusively under the Board's jurisdiction include:
 - a. The Employee Policy and Procedures Manual
 - b. The Permanent Staff Policy Manual
 - c. The Board of Directors Policy Manual

- d. Corporate By-laws
 - e. The Hiring and Appointment Policy and Procedures Manual
 - f. Budgets and goal plans for all AMS services, offices and consolidated operations.
 - g. Budgets for restricted funds
 - h. Student Activity Fee Policy
2. Positions ratified under the Board’s jurisdiction:
- a. Head managers and assistant managers for AMS corporate services*
 - b. Officers (who are the subject to approval by Assembly)

18.2. Constituent Societies and Risk Management

(April 2014)

18.2.1. Preamble

This section has been crafted in response to a lack of corporate policy dealing with risk management. The forthcoming policy is meant to set guidelines for the relationship between the Corporation and the Member Societies of the AMS as it deals with the provision of AMS insurance and risk-mitigating or generally provided services.

18.2.2. Policy

1. Purpose and Authority

- a. For the purposes of this policy, any such reference to “Member Societies” should be interpreted as a reference to the various Faculty and other societies as articulated in the Constitution of the Society and Bylaws of the Corporation.
- b. The overarching principle of this policy shall be to balance the need for the Corporation to engage in management of its legal liabilities while still allowing for the provision of adequate programs and services to and by the Member Societies.
- c. The Board recognizes that the provision of insurance and risk-mitigating services contributes to the social mandate of the corporation.
- d. Responsibility for risk management ultimately falls on the Board and its Directors. However, the General Manager and the President shall normally handle the day-to-day affairs of the Corporation with respect to risk management as it involves Member Societies.
- e. Given the social value of these services, the General Manager and President shall work to extend insurance and support and services to mitigate risk to Member Societies.

Exceptions to this extension are when there are violations of the AMS' risk management policies, or if there is limited capacity for the AMS to take on the additional work.

2. Memorandum of Understanding

- a. At the beginning of their term, the AMS President shall sign a Memorandum of Understanding with each of the presidents of the Member Societies.
- b. The Memorandum shall list any and all programs and services the Member Societies may take on and the terms and conditions associated with AMS insurance or services for those activities.
- c. Services provided to Member Societies may include, but shall not be limited to the following:
 - i. Insurance (event coverage, media insurance, capital asset, etc.)
 - ii. Mail
 - iii. Email servers and the use of web applications
 - iv. Handling and remittance of fees
 - v. Access to Student Constables
 - vi. Use of space.
- d. The Memorandum shall allow the AMS Executive and the General Manager to terminate the agreement in whole or in part given appropriate notice.
- e. The Memorandum shall require Member Societies to engage in event sanctioning for events under their purview that involve high-risk activities as determined by the President and General Manager in conjunction with the Finance and Risk Committee. These may include, but shall not be limited to the following:
 - i. Service of alcohol
 - ii. Potential for consumption of alcohol before and/or at the event
 - iii. The employment of Student Constables or other security services
 - iv. Physical exertion
 - v. Travel off-campus or use of vehicles
 - vi. Any activity involving people who are under 18 years old at the time of the event, provided they are not Queen's students
- f. The Memorandum shall include any charges and/or fees that Member Societies shall be required to pay in exchange for the listed services.

3. Accountability

- a. The Board shall strive to hold the President and General Manager accountable for their decisions made regarding risk management and member societies. This shall be accomplished through reporting to the Finance and Risk Committee.
- b. The Finance and Risk Committee shall receive reports of
 - i. Any severing of the Memorandum of Understanding between the AMS and a Member Society
 - ii. Violations of the Memorandum by Member Societies
 - iii. Any complaints of a violation on the part of the AMS
 - iv. Refusal to extend insurance coverage to Member Societies