



WATERLOO
ENGINEERING SOCIETY

Board of Directors Procedures

Created: March 22, 2015

Amended: June 28, 2020

Table of Contents

Revision History	iii
Chapter I : General	1
Section A : General.....	1
Section B : Interpretation.....	1
Chapter II : Code of Conduct.....	2
Section A: General Principles	2
Section B : Conflict of Interest	2
Section C : Confidentiality.....	2
Section D : Breach	2
Chapter III : Roles	4
Section A : Chair	4
Section B : Secretary	4
Section C : Directors.....	4
Section D : Presidents	4
Section E : Ex-Officio Members.....	4
Section F : WUSA Councillor	5
Chapter IV : Meetings	6
Section A : Scheduling.....	6
Section B : Agenda	6
Section C : Invitations	7
Section D : Sessions.....	7
Chapter V : Appointments	8
Section A : Appointing a Chair	8
Section B : Appointing a Secretary.....	8
Section C : Appointing a Director.....	8
Chapter VI : Committees of Board.....	10
Section A : Standing Committees of Board.....	10
Section B : Ad Hoc Committees of Board	10
Chapter VII : Conference and Competition Bids.....	11
Section A : Scope.....	11
Section B : Approval Process.....	11

Section C : Exceptions	11
Section D : Society Support.....	11
Chapter VIII : Amendments.....	13
Section A : General.....	13

Revision History

Date	Amended By	Description of Change(s)
February 22, 2015	Board of Directors	Passed
September 21, 2015	Board of Directors	Updated Chair Term to end on August 31st
January 19, 2016	Board of Directors	Added Invitation Section Updated Selection of Secretary Procedure
February 18, 2017	Board of Directors	Made Relevant Updates as Pertaining to ERC
February 27, 2017	Board of Directors	Modified Secretary Appointment to Prevent Board Members from acting as Secretary.
July 18, 2017	Board of Directors	Addition of Conference and Competition Bids Inclusion of ECIF and Ex-Officio Membership
June 28, 2020	Board of Directors	Addition of Code of Conduct section Updated Feds Councillor to WUSA Councillor Addition of chapter on committees Consistency changes on vote thresholds

Chapter I: General

Section A: General

1. The name of the committee shall be "The University of Waterloo Engineering Society Board of Directors," hereinafter called "Board."
2. Board shall be comprised of voting and non-voting members which includes all parties named in Bylaw I, Chapter V, Section B.
3. This document is to be read in conjunction with the University of Waterloo Engineering Society Governing Documents. In any situation where this document contradicts the Governing Documents, the Governing Documents shall have precedence.

Section B: Interpretation

1. In this document, words previously defined in the University of Waterloo Engineering Society Governing Documents shall hold the meaning as defined in the Governing Documents.
2. All other words shall carry their common dictionary definitions.

Chapter II: Code of Conduct

Section A: General Principles

1. All voting and non-voting members of Board are held to a high standard and are expected to act diligently and in good faith at all times.
2. All members of Board should also be aware that they are representatives of the Engineering Society and should not take actions that would damage the public faith in Board or reflect poorly on its members.

Section B: Conflict of Interest

1. A Director is considered to have a conflict of interest either when the Director has the opportunity to influence Board for individual benefit or to preferentially benefit an individual or organization with whom the Director has a relationship. For greatest clarity, a Director is in conflict of interest if they:
 - a. Are the subject of an accusation under Section D: Breach
 - b. Have submitted for funding under the Engineering Capital Improvements Fund outside their position as an Executive
 - c. Are currently employed by or have a contract of employment signed for a future date with a company for which there is an item for consideration (e.g. the signing of a contract or the purchasing of material).
2. Directors who have a conflict of interest with respect to any item being considered by Board must declare said conflict and immediately withdraw from the meeting for the duration of consideration for said item.
3. A Director may be declared in conflict of interest by a majority vote of Board.
4. A Director found to be in conflict of interest on an item after participating in a discussion or vote for the item may be subject to the provisions outlined in Section D: Breach.

Section C: Confidentiality

1. Directors will not disclose to any party or person, outside of the current members of Board, any written or oral information or materials disclosed or provided to Board deemed to be confidential by Board.
2. Once a Director's term ends, confidential information and material obtained during the Director's term will remain undisclosed to any party or person, unless required to do so under the law or permitted to do so by Board.

Section D: Breach

1. Accusations that a Director has violated any part of the procedures will be referred to the Chair of Board and the Presidents, who shall determine the best method for addressing the violation, including a meeting with the Director in question.

2. Board will be informed that an accusation against a Director has occurred at the next possible Meeting of Board, under confidential session, wherein the particulars may only be discussed during in camera sessions.
3. The Chair and Presidents may refer the consideration of the accusation to Board during in camera session.
4. Directors may appeal the decision of the Chair and Presidents, including where a disciplinary action is deemed inappropriate or extreme for the violation in question.
5. In the event where any of the Chair or Presidents is accused of a violation, the matter shall come before Board during in camera session.

Chapter III: Roles

Section A: Chair

1. The Chair shall be responsible for the following:
 - a. Moderating discussions in the Meetings of the Board;
 - b. Scheduling Meetings of the Board;
 - c. Booking a meeting room;
 - d. Sending out the call for agenda items;
 - e. Preparing agendas for Meetings of the Board;
 - f. Ensuring that the Governing Documents are followed; and
 - g. Setting up remote attendance for Meetings of the Board.

Section B: Secretary

1. The Secretary shall be responsible for the following:
 - a. Documenting the minutes of the Meetings of the Board.

Section C: Directors

1. The Directors shall be responsible for the following:
 - a. Attending Meetings of the Board;
 - b. Participating in on-line ballots;
 - c. Approving or rejecting a conference or competition bid, as defined in Chapter V;
 - d. Allocation of the Engineering Capital Improvements Fund spending; and
 - e. Representing general Members on matters of the Board.

Section D: Presidents

1. The Presidents shall be responsible for the following:
 - a. Publishing the minutes produced on the Society website;
 - b. Ensuring financial records are presented in accordance with the Governing Documents, the audit, and all relevant bodies;
 - c. Submitting motions on behalf of the Board to their respective Society Councils;
 - d. Submitting motions for General Meetings for approval to the Board; and
 - e. Maintaining, updating, and publishing the Board of Directors Procedures Document

Section E: Ex-Officio Members

1. The following shall sit on the Board as Ex-Officio non-voting resource members:
 - a. The two (2) Vice-Presidents Finance of the Engineering Society; and
 - b. The Business Manager of the Engineering Society.
2. These members shall be responsible for:
 - a. Presenting a financial spending update at each Meeting of the Board;
 - b. Preparing and presenting the Engineering Capital Improvements Fund proposals at a Meeting of the Board.

3. Moderating the Engineering Capital Improvements Fund portion of the meeting at which it is presented.

Section F: WUSA Councillor

4. The *Federation of Students, University of Waterloo, operating as the Waterloo Undergraduate Student Association* (“WUSA”) Engineering Councillor serving as Director in accordance with the Bylaws (hereafter referred to in this document as the “WUSA Councillor”) shall, in addition to those responsibilities listed in Section C, be responsible for the following:
 - a. Preparing a written update on items in advance of each Meeting of the Board, to be submitted either to the Chair during the call for agenda items or to all Directors at least 48 hours in advance of the meeting, including the following:
 - i. Important items moved or discussed at recent WUSA general meetings, meetings of Students’ Council, or meetings of other relevant committees or bodies; and
 - ii. New information on important matters related to the WUSA, the university administration, or governmental bodies that is known to the WUSA Councillor and is not commonly known to Society members.
 - b. Presenting an oral update on any important points not covered in the written update and answering questions raised on any matters related to their written update or to any other WUSA-related matters at each Meeting of the Board; and
 - c. Submitting motions or discussion items on behalf of the Board to WUSA Students’ Council or to relevant WUSA committees that the WUSA Councillor sits on.

Chapter IV: Meetings

Section A: Scheduling

1. The Chair will be responsible for scheduling meetings in such a way that quorum shall be met.

Section B: Agenda

1. The Chair will send out the call for agenda items at least ten (10) days before a Meeting of the Board to the Members of the Board.
2. The agenda will be sent out to all Board Members at least five (5) days before the Meeting of the Board.
3. The following items shall be included as agenda items for the specified meetings below:
 - a. May
 - i. Election of the Chair of the Board
 - ii. Election of members of the Board to committees of Board
 - b. September
 - i. Review and receipt of the audit, management letter and management letter response
 - c. September, January, & May
 - i. Review of the Board of Directors Procedures Document,
 - ii. Spending Update presented by the Vice-President Finance
 - iii. WUSA Update presented by the WUSA Councillor;
 - d. October, February, & June
 - i. Review of the Document of Stances,
 - ii. Spending Update presented by the Vice-President Finance
 - iii. WUSA Update presented by the WUSA Councillor; and
 - e. November, March, & July
 - i. Presidents' termly Society update,
 - ii. Spending Update presented by the Vice-President Finance,
 - iii. WUSA Update presented by the WUSA Councillor,
 - iv. Allocation of the Engineering Capital Improvements Fund spending
4. The Chair shall note all items for consideration as being in public session or in confidential session
 - a. Normally, items on the agenda, including all items noted in clause 3, above, shall be considered in public session
 - b. The Chair shall mark as confidential any items that deal with the following
 - i. Executive conflict, where Board has been asked to mediate, arbitrate, or resolve a conflict between two or more members of the Society, where at least one such party is an Executive Officer.
 - ii. Human Resources matters, wherein particulars shall be discussed *in camera*.

- iii. Any item for which material has been provided by WUSA, where WUSA has requested that such material be kept confidential.
 - iv. Any item or documentation for which the Presidents both request that it be made confidential.
 - c. All confidential items shall be considered after all public items on the agenda.
5. The Chair shall submit the entire agenda, including confidential session, for private storage by the Presidents immediately upon conclusion of the meeting.

Section C: Invitations

1. The incoming President shall be invited to attend one (1) Meeting of the Board before the end of the term in which they were elected. Which meeting they attend shall be up to the discretion of the On-Term President and the President-elect.
2. All other invitations to a Meeting of the Board must be approved a majority vote of Board.

Section D: Sessions

1. The default conduct of Meetings of Board shall occur in public session.
2. Items raised or conducted in public session may be moved to confidential session by a two-thirds (2/3) super-majority of Board.
3. Before the consideration of the confidential motions of the agenda, Board shall enter confidential session with a majority vote of Board.
4. If the item to be discussed is of a particularly sensitive nature, Board may enter *in camera* session with a majority vote of Board.
 - a. *In camera* session is reserved for discussion only, meaning that no business may be moved or voted upon while *in camera*.
 - b. *In camera* proceedings and discussions are confidential to the members present for such discussion, and no member present may inform another of particulars of the discussion.
 - c. The minutes from *in camera* session will consist of the general topics of discussion, without particulars or attributions.
 - d. Board may exit *in camera* session with a majority vote.

Chapter V: Appointments

Section A: Appointing a Chair

1. The Off-Term President in the month proceeding a replacement of the current Chair is responsible for the process of electing a new Chair. Voting on the selection for Chair will be carried out by the Board through email ballots or a Special Meeting of the Board to take place prior to the first meeting of a new Chair.
2. The Chair will be selected through a majority vote of the Board.
3. The term of the Chair will be twelve (12) months. It is expected that the Chair will serve in the position for at least eight (8) of the twelve (12) months within their term.
4. Should the Chair be unable to fulfil their duties for a four (4) month period within their term due to co-op or any other reason, a replacement for that four (4) month period will be found through the same process as outlined in Section A.1.
 - a. The term of the replacement Chair will be four (4) months long, commencing on the first day of classes for the term they are elected for and ending on the first day of classes of the next term.

Section B: Appointing a Secretary

1. A new Secretary will be selected each term. The election process is the responsibility of the On-Term President for that term. Voting on the selection for Secretary will be carried out by the Board through email ballots or a Special Meeting of the Board prior to the first meeting of the term.
2. The Secretary will be selected through a majority vote of the Board.
3. The term of the Secretary will commence on the day following their election by Board and ending on the day following the election of a new Secretary.
4. The Secretary may not be a Board Member.

Section C: Appointing a Director

1. Should a vacancy exist among the Directors, the President or a Director designate of the Society lacking a Director shall be responsible for filling this vacancy.
2. The eligibility of the replacement Director shall be defined by Bylaw II; Chapter IV: Board of Directors; Section B: Eligibility.
3. The President or designate shall hold an election for the replacement Director at the next available council meeting of the Society lacking a director.
 - a. The President will notify council through the Speaker with the call for agenda items that an election shall take place.
 - b. The voting process for the election shall follow Bylaw II; Chapter IV: Board of Directors; Section C: Voting, Clauses 2 and 3
4. The results of the election shall be emailed to the Chair immediately after the successful conclusion of filling the vacancy.
 - a. The Chair will notify the existing Members of the Board of Directors by email that a new Director has been elected.

5. The term of the replacement Director shall be the same as the Director they are replacing.

Chapter VI: Committees of Board

Section A: Standing Committees of Board

1. Governing Documents Review Committee (“GDRC”)
 - a. The purpose of GDRC shall be to,
 - i) Conduct regular review of the Society’s governing documents
 - ii) Develop amendments to the Society’s governing documents as directed by Board, Council, Executive or the committee itself
 - iii) Propose other changes to the Society’s governing documents as directed by Board, Council, Executive or the committee itself
 - iv) Support individuals who are developing changes to the Society’s governing documents
 - b. Membership of the GDRC shall be comprised of:
 - i) The Chair of Board
 - ii) The two (2) Presidents of the Society
 - iii) Two (2) other members of the Board
 - iv) One (1) at-large A-Society member, appointed by the A-Society President
 - v) One (1) at-large B-Society member, appointed by the B-Society President
 - c. The GDRC shall be chaired by the Chair of Board

Section B: Ad Hoc Committees of Board

1. The Board may strike ad hoc committees as needed.
2. The terms of reference of such a committee shall be approved by majority vote of Board.

Chapter VII: Conference and Competition Bids

Section A: Scope

1. "Conference" shall refer to any conference of an external organization of which A-Society or B-Society is a Member school with conference bidding responsibilities.
2. "Competition" shall refer to any competition of an external organization of which A-Society or B-Society is a Member school with competition bidding responsibilities.
3. "Bid" shall refer to the action of entering A-Society or B-Society into consideration for hosting a future conference or competition.
4. A-Society Members and B-Society Members may only place a conference or competition bid on behalf of their respective Societies.

Section B: Approval Process

1. The A-Society Member(s) or B-Society Member(s) intending to place a conference or competition bid shall be invited to deliver a presentation to Board Members at the next available Meeting of the Board.
2. The presentation shall include:
 - a. A preliminary budget;
 - b. A list of potential sponsors;
 - c. Potential accommodation and venue options, and their associated costs;
 - d. Evidence of support from the Faculty of Engineering or intent to obtain support should Board approve the bid; and
 - e. A preliminary list of organizing team members.
3. The duration of the presentation shall follow the guidelines of the external organization to which the bid is being placed.
4. Following the presentation period, there shall be a question and answer period.
5. The Presidents of the Society may not sign an agreement to hosting of a Conference, Meeting, or Competition of an external organization without a two-thirds (2/3) majority vote of Board.

Section C: Exceptions

1. If both A-Society Members and B-Society Members intend to place a bid for the same conference or competition and have prepared similar presentations, they may deliver a joint presentation to the Board and have their bids be treated as one (1) bid as outlined in Section B.
2. The requirements listed in Section B (except Section B.5) may be waived and approval may be automatically granted by a majority vote of Board.

Section D: Society Support

1. If a conference or competition bid is approved, the President shall provide a letter of support to the bidding Member within two (2) weeks upon the Member's request.

2. The Society shall not officially support a conference or competition bid that is rejected by Board.
 - a. The President shall not provide a letter of support.
 - b. The Society shall not be held accountable for the conference or competition's finances in the event of a deficit.

Chapter VIII: Amendments

Section A: General

1. This document shall be followed by the Board of Directors unless as determined by a unanimous vote of all Directors.
2. This document may only be amended by:
 - a. A majority vote of the all possible votes of the Board; or
 - b. A majority vote of a Joint General Meeting.