



Wilfrid Laurier University Students' Union Meeting of the Board of Directors

Location: Hybrid
Date: Feb 16, 2023
Time: 7:30pm

The Strategic Ends of the Students' Union

The Organization exists to represent, advocate for, and support the primary stakeholders, the students of Wilfrid Laurier University, and to provide them with a holistic university experience and an enhanced student life. The costs of these benefits will be justified by the results.

In no specific order of priority, students will benefit from:

- An affordable, accessible, and high quality academic experience
- A safe, sustainable, and empowering environment
- Diverse inclusive social interaction
- Products and services that cater to the financial needs of students

Land Acknowledgement

We acknowledge the traditional territory of the Neutral, Anishnawbe and Haudenosaunee people

Start	Duration	Agenda Item	Type	Presenter	Policy Reference
7:32 PM	2 mins	Call to Order and Indigenous land acknowledgement	adm	Chair Del Giudice	
7:34 PM	1 mins	Regrets	adm	Chair Del Giudice	GP #2c.8
7:35 PM	2 mins	Adoption of Agenda MOTION that the Board of Directors adopt the agenda as presented.	D	Chair Del Giudice	
7:36 PM	1 min	Conflicts of Interest	adm	Chair Del Giudice	GP #2c.2
7:37 PM	4 mins	Comments from the Chair of the Board & CGO	fi	Chair Del Giudice	
7:31 PM	4 mins	Comments from the President & CEO	fi	President Symington	
7:35 PM	4 mins	Comments from the Executive Director & COO	fi	ED Champagne	
7:39 PM	5 mins	Adoption of Consent Agenda: Monitoring Report EL #2d, EL #2e, EL #2f, EL #2n Monitoring Report BMD #1, BMD #2a, BMD #2b, BMD #2c, BMD #2d1, BMD #2d2 Not-for-Profit Corporations Act Constitutional Amendments [MOTION that the Board of Directors adopt the consent agenda as presented]	D	Chair Del Giudice	
7:44 PM	15 mins	Direct Inspection Committee Elections EL #2m, GP #2h, BMD #2d1	D	Chair Del Giudice	
7:59 PM	8 mins	Protocol Agreement on Non-Tuition Fees	fi	ED Champagne	
8:07 PM	14 mins	Policy Manual Amendments	D	DPRA Muller	GP #2j
8:21 PM	20 mins	In-Camera Session MOTION that the Board of Directors proceed to an in-camera session	D	Chair Del Giudice	
8:41 PM	2 mins	Announcements	fi	Chair Del Giudice	
8:43 AM	2 mins	Action Items Summary	adm	Chair Del Giudice	
8:45 PM	1 min	Adjournment MOTION that the Board adjourn the	adm	Chair Del Giudice	
Total 1hr 25mins					

LEGEND:

fi, For Information
fd, For Discussion
D, Decision required
adm, Administrative task

February 13, 2023

Overview:

On January 26, 2023 the Students' Union membership approved three referendum questions amending the organization's Constitution. What follows is:

- Ontario *Not-for-Profit Act* referendum question
- Annual Meeting referendum question
- Board of Directors Appointment referendum question
- Constitution with referendum-based changes tracked
- Constitution as of January 26, 2023

Action:

No action is required; this information is presented for information purposes and to demonstrate compliance with the changes made by the membership.

Not-for-Profit Corporations Act Referendum Question

In order to become compliant with the now implemented Ontario **Not-for-Profit Corporations Act**, do you support the following set of required language changes to the Students' Union Constitution?

- Change all references from the "*Corporations Act*" to the "*Not-for-Profit Corporations Act*."
- Change all references from "*Annual General Meeting*" to "*Annual Meeting*," and from "*Special General Meeting*" to "*Special Meeting*."
- Amend Article II, Section 2 subsection "c" from "*Nominate and second candidates for the Board of Directors*" to "*Nominate candidates for the Board of Directors*."
- Amend Article III, Sections 6 & 7 to change the "*Annual Meeting*" or "*Special Meeting*" member notice period from a minimum of 15 days and 30 days to a minimum of 10 days and a maximum of 50 days.
- Amend Article III, Section 12 to include that each member has the right to exercise their vote at an "*Annual Meeting*" or "*Special Meeting*" through telephonic or electronic means if the corporation makes such means available.
- Change all references in Section 6 from "*he or she*" to "*A person*" or "*their*."
- Amend Article IV, Section 6 "*A Director shall be automatically removed*," subsection "b" from "*If he or she is found by a competent authority to be of unsound mind*" to "*a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property*."
- Amend Article IV, Section 6 "*A Director shall be automatically removed*," by adding a subsection "*A person who has been found to be incapable by any court in Canada or elsewhere*."
- Amend Article IV, Section 6 "*A Director shall be automatically removed*," subsection "d" from "*If he or she enters into bankruptcy*" to "*A person who has the status of bankrupt*."
- Amend Article VII, Section 1 subsection "a" to include that the Chief Governance, who shall serve as Chair of the Board, must also be a director.
- Amend Article IX Section 1 subsection "b" from "*Carry out the duties as would a reasonable person in the circumstances*" to "*exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances*."
- Amend Article IX Section 1 subsection "c" from "*Comply with the Corporations Act, its regulations, any amendments to the Act or its regulations, all other applicable laws, the Letters Patent, and the By-Laws of the Corporation*" to "*Comply with this Act and the regulations, and the corporation's articles and bylaws*."

- **The date of the implementation:** Immediately.
- **Specific information as to which members it applies to (such as specific campus or program):** All undergraduate students.
- **Any associated and inflationary costs:** N/A
- **Any applicable information regarding former referendum questions of a similar nature:** Constitution (by-law) amendments.

In order to become compliant with the now implemented Ontario ***Not-for-Profit Corporations Act***, do you support the following changes to how the Students' Union holds its Annual Meetings, which beginning in 2024 will directly follow the Students' Union elections?

- Amend Article III Section from “*Each member of the Corporation will have the opportunity to vote for any candidate standing for election*” to “*Each member of the Corporation will have the opportunity to elect the Board of Directors.*”
 - Amend the quorum requirement for Annual, Special, or General Meetings in Article III Section 18 from 10% to 50 members of the Corporation.
 - Delete Article III Sections 19 and 20, which direct the use of the Single Transferable Vote and Optional Instant Runoff voting systems as going forward these requirements will be stipulated in the Students' Union's Policy Manual governance rules.
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- **The date of the implementation:** Immediately.
 - **Specific information as to which members it applies to (such as specific campus or program):** All Laurier undergraduate students.
 - **Any associated and inflationary costs:** N/A
 - **Any applicable information regarding former referendum questions of a similar nature:** Constitutional (by-law) amendment.

Students' Union Board of Directors Vacancy Referendum Question

In order to become compliant with the now implemented Ontario ***Not-for-Profit Corporations Act***, do you support removing Article V, Section 7, "*The Board of Directors shall not have the ability to appoint any member of the Corporation to the Board of Directors,*" and adding Article IV Section 7, subsection "b" "III" indicating that "*A quorum of directors may fill a vacancy among the directors*"?

- **The date of the implementation:** Immediately.
- **Specific information as to which members it applies to (such as specific campus or program):** All Laurier undergraduate students.
- **Any associated and inflationary costs:** N/A
- **Any applicable information regarding former referendum questions of a similar nature:** Constitutional (by-law) amendment.

CONSTITUTION OF THE WILFRID LAURIER UNIVERSITY STUDENTS' UNION

A By-Law relating generally to the transaction of the business and affairs of the Wilfrid Laurier University Students' Union (Hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS on May 2, 1975, the Students Administrative Council incorporated the Wilfrid Laurier University Students' Union; and

UNDERSTANDING that the Wilfrid Laurier University Students' Union is first and foremost a student government;

RECOGNIZING that it is the Wilfrid Laurier University Students' Union's responsibility to promote and maintain responsible student government at Wilfrid Laurier University;

BE IT ENACTED, as a By-Law of the Corporation, the following:

ARTICLE I – GENERAL

Section 1: This by-law shall replace and supersede all other by-laws of the corporation.

ARTICLE II – MEMBERSHIP

Section 1: Membership in the Corporation shall be limited to those persons registered in an undergraduate program at Wilfrid Laurier University who have paid all applicable fees as outlined in Section 3 of this Article.

Section 2: Members of the Corporation shall be entitled to:

- a) Make reasonable use of the property of the Corporation in accordance with the rules and regulations established by the Corporation from time to time;
- b) Participate in the Annual Meeting and Special Meetings of the Corporation;
- c) Nominate candidates for the Board of Directors;
- d) Stand for election to the Board of Directors;
- e) Attend all meetings of the Board of Directors except those designated by the Board of Directors to be in-camera; and
- f) Participate in any events or activities sponsored by the Corporation or its agents, subject to all statutory restrictions and other limits as are imposed by law or the Corporation.

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Section 3: Members of the Corporation shall be required to pay dues consisting of the Student Administrative Council (SAC) fee, set on May 1, 2002, at \$6.40 for each academic half-credit, to a maximum of four (4) half-credits per academic term.

Section 4: The Board of Directors may make adjustments to the Student Administrative Council fee based on the annual rate of inflation as published in the Consumer Price Index (CPI) for Canada (all items) compiled by Statistics Canada effective on the 31st day of December preceding the year for which the adjustment is made.

Section 5: Any adjustment based upon inflation shall be considered fixed and effective following a two-thirds (2/3) majority vote of the Board of Directors which need not be confirmed by a vote of the members of the Corporation at an Annual Meeting or other meeting.

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Section 6: Any changes, other than those to account for the rate of inflation, as mentioned in Section 4 of this Article, to the dues or fees payable to the members of the Corporation shall be considered fixed and effective when approved by a two-thirds (2/3) majority vote of the Board of Directors and confirmed by a simple majority of the votes of the members at an Annual Meeting.

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ARTICLE III – MEMBERS’ MEETINGS

Section 1: The Annual Meeting of the members of the Corporation shall be held at such time as the Board of Directors Determines, during the months of late January or February in the cities where offices of the corporation are situated.

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Section 2: The Board of Directors may, where circumstances justify, and then only when approved by a two-thirds (2/3) majority vote of the Board of Directors, postpone the Annual Meeting of the members of the Corporation until the month of March.

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Section 3: Any Meeting of the members of the Corporation shall be held at such time as the Board of Directors determine, in the cities where offices of the Corporation are situated.

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Section 4: In the event that an Annual or Special Meeting affects only a specific portion of the membership, the Board of Directors may call a meeting to be voted on by only the specified members.

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Section 5: The Board of Directors shall call a Special Meeting of the members of the Corporation on written requisition of ten percent (10%) of the members of the Corporation.

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Section 6: A minimum of ten (10) days and a maximum of fifty (50) days, notice of any Annual Meeting of the members of the Corporation shall be given to the members of the Corporation.

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Section 7: A minimum of ten (10) days and a maximum of fifty (5) days, notice of any Special Meeting of the members of the Corporation shall be given to the members of the Corporation.

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Section 8: Notice of any Special Meeting shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

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Section 9: At every Annual Meeting, in addition to any other business that may properly be transacted, the report of the Board of Directors, the financial statements and the report of the auditor shall be made available, and elections for a new Board of Directors shall be held.

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Section 10: Each member of the Corporation will have the opportunity to elect the Board of Directors.

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Section 11: Directors elected at the Annual Meeting shall not take office until the 1st of May in the calendar year in which they are elected and shall vacate said office on the 30th day of April in the succeeding calendar year.

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Section 12: Each member shall have the right to exercise one (1) vote at an Annual Meeting or Special Meeting through telephonic or electronic means if the Corporation makes such means available.

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Section 13: The Board of Directors will determine all business to be presented to the membership during any Annual or Special Meeting including but not limited to submissions from the membership or the Corporation.

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Section 14: A simple majority of the votes cast by the members present shall determine all

questions in meetings except where the vote or consent of a greater number of members is required by the Not-for-Profit Corporations Act or these By-Laws.

Section 15: The Board of Directors will automatically refer any referendum to the membership at the next available Annual Meeting, Special Meeting, or any other Meeting upon receiving written request from no less than five percent of the voting membership so long as the referendum:

- a) Includes a date of implementation
- b) Includes the eligible voting members
- c) Includes any associated and inflationary costs and the method of their application
- d) Includes any impact on previously approved referendum questions
- e) Does not violate any laws, the Letters Patent, or the By-Laws of the Corporation

Section 16: Any business specific to a portion of the membership will only require a quorum of ten-percent (10%) of the specified members and a simple majority of the votes cast.

Section 17: No error or omission in giving notice, of any Annual Meeting or any adjourned meeting, of the members of the Corporation, shall invalidate such meeting or any proceedings taken thereat.

Section 18: A quorum for the transaction of business at an Annual or Special Meeting of the Corporation shall be fifty (50) members of the Corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: A Board of Directors, comprised of twelve (12) Directors elected by the members, shall manage the business and affairs of the Corporation in all things. Of the twelve (12) Directors, no less than two (2) shall be from each campus in which the Corporation operates with the remaining Directors elected at large.

Section 2: All Directors must be individuals, at least 18 years of age, and must be members of the Corporation.

Section 3: There shall be a Chair of the Board of Directors elected from amongst its membership.

Section 4: The members of the Corporation may remove a Director prior to the expiration of his or her term of office via a resolution passed by a simple majority of votes of the members of the Corporation at any Annual or Special Meeting.

Section 5: The members of the Corporation may, by a simple majority of votes, elect any other member of the Corporation in the place of the Director who has been removed for the remainder of the removed Directors' term.

Section 6: A Director shall be automatically removed:

- a) If a Director has resigned their office by delivering a written resignation to the Chair of the Board of Directors;
- b) If they been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c) If they are convicted of a indictable criminal offence in a court of law;
- d) If they have the status of bankrupt;
- e) If they have been found incapable by any court in Canada or elsewhere;

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Section 19: The Single Transferable Vote (STV) voting system will be used in the Annual General Meeting, Special General Meeting or any other General Meeting for all multi-winner positions of the Corporation¶
¶
Section 20: The Optional Instant Runoff (IRV) voting system will be used in the Annual General Meeting, Special General Meeting or any other General Meeting for all single-winner positions of the Corporation¶

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f) Upon death.

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Section 7: The Board of Directors, so long as it is comprised of no fewer than eight (8) Directors, shall continue to have all the legal authority of a complete Board regardless of vacancies.

a) Following a two-thirds (2/3) majority vote, the Board may choose not to fill vacant Director position(s).

b) Should the Board deem it necessary to fill a vacant position(s), the Board may:

I) Invite, in order of result, a subsequent runner-up candidate from the last Annual

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Meeting held to fill the vacant position(s);

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II) Call a Special Meeting of the members of the Corporation as soon as prudently possible in order to fill the vacant position(s); or

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III) A quorum of Directors may fill a vacancy among the directors.

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c) Should vacancies on the Board result in there being eight (8) or fewer Directors, the remaining Directors shall, forthwith, call a Special Meeting of the members of the Corporation to be held as soon as prudently possible in order to fill all vacancies.

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d) Any Director elected to fill a vacancy shall hold office for the remainder of the term of office of the Director who's Directorship was vacant.

Section 8: Directors will not be a full or part-time paid staff member of the corporation during their term on Board, nor use the authority of their position to obtain a paid position upon cessation of their term.

ARTICLE V – POWERS OF DIRECTORS

Section 1: The Board of Directors administers the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Section 2: The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

Section 3: The Board of Directors is hereby authorized, from time to time:

a) To borrow money upon the credit of the Corporation, from any bank, trust company or credit union, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of Directors in its discretion may deem expedient;

b) To limit or increase the amount to be borrowed;

c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Section 4: The Board of Directors may take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests,

endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

Section 5: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Section 6: The Board of Directors may terminate the employment of any officer of the Corporation following a two-thirds (2/3) majority vote at the discretion of the Board.

Section 7: The Board of Directors may not act in any way, or pass any motion, regardless of majority, that is contrary to the By-Laws of the Corporation, and any such action or motion shall be considered invalid and unenforceable.

ARTICLE VI – DIRECTORS’ MEETINGS

Section 1: Members of the Corporation shall be allowed to attend all meetings of the Board of Directors except those meetings, or portions thereof, as are designated by the Board of Directors to be *in-camera* in accordance with Section 3.

Section 2: Members of the Corporation who are not Directors may be heard at meetings of the Board of Directors if recognized by the Chair of the Board or if another Director asks the Chair of the Board that they be heard.

Section 3: If, at any meeting of the Board of Directors matters of a confidential or personal nature are being discussed, the Board of Directors, following a two-thirds (2/3) majority vote, may go *in-camera*. The following rules shall apply to all *in-camera* sessions:

- a) A motion designating an *in-camera* session must be passed by two-thirds (2/3) of the Directors present;
- b) If a person who is not a Director or an ex-officio member of the Board of Directors, wishes to be allowed to be present at an *in-camera* session, the Board of Directors must pass a motion, with two-thirds (2/3) of the Directors supporting said motion.
- c) Once *in-camera*, no person shall be permitted to enter or leave the session except in cases of ill health, an emergency, or following a motion supported by two-thirds (2/3) of the Directors.

Section 4: Quorum for meetings of the Board of Directors shall be set at two-thirds of Directors then in office. In the case of a conflict of interest declared by Directors, quorum shall be set at the remaining Directors at that meeting.

Section 5: Any meeting of the Board of Directors at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretion's by or under the By-Laws of the Corporation.

Section 6: Meetings of the Board of Directors may be held at any time in any city where offices of the Corporation are situated, provided that notice of said meeting is given to each Director at least seven (7) days in advance.

Section 7: No formal notice of meetings need be given to Directors should the meeting time and place be set at a prior meeting of the Board.

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Section 7: The Board of Directors shall not have the ability to appoint any member of the Corporation to the Board of Directors. ¶

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Section 8: Meetings of the Board of Directors shall be called by the Chair of the Board, or may be called by a written requisition signed by at least three (3) Directors and delivered to the Chair of the Board.

Section 9: Agendas for meetings of the Board of Directors must be made available to the membership at least twenty-four (24) hours in advance.

Section 10: A meeting of the Board of Directors may take place, without notice, immediately following the Annual Meeting of the Corporation.

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Section 11: The Board of Directors shall meet at least once during each academic semester.

Section 12: No accidental error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 13: Each Director shall be entitled to exercise one (1) vote at every meeting of the Board of Directors.

Section 14: The Chair of the Board of Directors shall not vote unless the vote is by ballot or if his or her vote would change the outcome.

Section 15: The Chair of the Board shall conduct the proceedings in accordance with the By-Laws and supplementary policies of the Corporation and in general accordance with the rules and procedures as specified in the latest edition of Robert's Rules of Order.

Section 16: Minutes shall be adopted at a subsequent meeting of the Board of Directors and, following their adoption, the minutes shall be signed by the Chair of the Board of Directors, and be made available for inspection by all members of the Corporation at the head office of the Corporation during the normal business hours of the Corporation.

Section 17: An emergency meeting of the Board of Directors may be called when it is deemed necessary by the Chair of the Board, or by three (3) Directors instructing the Chair, in writing, to do so. The Chair of the Board shall notify all Directors, by the most expedient means available, a minimum of six (6) hours in advance of the meeting.

ARTICLE VII – OFFICERS

Section 1: There shall be three (3) officers of the Corporation:

- a) The Chief Governance Officer, who shall serve as Chair of the Board and must be a Director,
- b) The Chief Executive Officer, who shall serve as President.
- c) The Chief Operating Officer, who shall serve as Executive Director.

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Section 2: Duties and responsibilities of the officers shall be set from time-to-time by special resolution of the Board of Directors.

ARTICLE VIII – EXECUTION OF DOCUMENTS

Section 1: All documents must be executed by the officially designated officers of the Board of Directors; or, by other such agents as may be delegated from time-to-time.

ARTICLE IX – LIABILITY OF DIRECTORS

Section 1: Every Director of the Corporation when exercising the powers and discharging the duties of a Director must:

- a) Act honestly, in good faith, and in the best interest of the Corporation;
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) Comply with the Not-for-Profit Corporations Act and the regulations, and the Corporation's articles and By-Laws.

Deleted: Carry out the duties as would a reasonable person in the circumstances; and

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Deleted: its regulations, any amendments to the Act or its regulations, all other applicable laws, the Letters Patent, and the By-Laws of the Corporation.

ARTICLE X – PROTECTION OF DIRECTORS AND OFFICERS

Section 1: Except as otherwise provided in the Not-for-Profit Corporations Act no Director of Officer for the time being of the Corporation shall be liable for the acts, receipts, omissions or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

ARTICLE XI – INDEMNITIES TO DIRECTORS AND OFFICERS

Section 1: Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b) All other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Section 2: The Corporation shall indemnify any person in such other circumstance as the Not-for-Profit Corporations Act or law permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-Law to the extent permitted by the Not-for-Profit Corporations Act or law.

ARTICLE XII – SUPPLEMENTARY POLICIES

Section 1: The Board of Directors may prescribe supplementary policies, not inconsistent with these By-Laws, relating to the governance of the Corporation, as they deem expedient which shall be binding upon the corporation.

ARTICLE XIII – AMENDMENT

Section 1: Any amendment to the By-Laws of the Corporation must first be approved of by two-thirds (2/3) of the Board of Directors. It must be voted upon by the members of the Corporation at an Annual Meeting and passed via a simple majority of votes before it can come into effect.

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Passed as a By-Law of the Corporation by the general membership of the Wilfrid Laurier University Students' Union on January 26, 2023.

Chair of the Board &
Chief Governance Officer
Francesco Del Giudice

Vice Chair of the Board
Blake Phillips

CONSTITUTION OF THE WILFRID LAURIER UNIVERSITY STUDENTS' UNION

A By-Law relating generally to the transaction of the business and affairs of the Wilfrid Laurier University Students' Union (Hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS on May 2, 1975, the Students Administrative Council incorporated the Wilfrid Laurier University Students' Union; and

UNDERSTANDING that the Wilfrid Laurier University Students' Union is first and foremost a student government;

RECOGNIZING that it is the Wilfrid Laurier University Students' Union's responsibility to promote and maintain responsible student government at Wilfrid Laurier University;

BE IT ENACTED, as a By-Law of the Corporation, the following:

ARTICLE I – GENERAL

Section 1: This by-law shall replace and supersede all other by-laws of the corporation.

ARTICLE II – MEMBERSHIP

Section 1: Membership in the Corporation shall be limited to those persons registered in an undergraduate program at Wilfrid Laurier University who have paid all applicable fees as outlined in Section 3 of this Article.

Section 2: Members of the Corporation shall be entitled to:

- a) Make reasonable use of the property of the Corporation in accordance with the rules and regulations established by the Corporation from time to time;
- b) Participate in the Annual Meeting and Special Meetings of the Corporation;
- c) Nominate candidates for the Board of Directors;
- d) Stand for election to the Board of Directors;
- e) Attend all meetings of the Board of Directors except those designated by the Board of Directors to be in-camera; and
- f) Participate in any events or activities sponsored by the Corporation or its agents, subject to all statutory restrictions and other limits as are imposed by law or the Corporation.

Section 3: Members of the Corporation shall be required to pay dues consisting of the Student Administrative Council (SAC) fee, set on May 1, 2002, at \$6.40 for each academic half-credit, to a maximum of four (4) half-credits per academic term.

Section 4: The Board of Directors may make adjustments to the Student Administrative Council fee based on the annual rate of inflation as published in the Consumer Price Index (CPI) for Canada (all items) compiled by Statistics Canada effective on the 31st day of December preceding the year for which the adjustment is made.

Section 5: Any adjustment based upon inflation shall be considered fixed and effective following a two-thirds (2/3) majority vote of the Board of Directors which need not be confirmed by a vote of the members of the Corporation at an Annual Meeting or other meeting.

Section 6: Any changes, other than those to account for the rate of inflation, as mentioned in Section 4 of this Article, to the dues or fees payable to the members of the Corporation shall be considered fixed and effective when approved by a two-thirds (2/3) majority vote of the Board of Directors and confirmed by a simple majority of the votes of the members at an Annual Meeting

or Special Meeting of members.

ARTICLE III – MEMBERS’ MEETINGS

Section 1: The Annual Meeting of the members of the Corporation shall be held at such time as the Board of Directors Determines, during the months of late January or February in the cities where offices of the corporation are situated.

Section 2: The Board of Directors may, where circumstances justify, and then only when approved by a two-thirds (2/3) majority vote of the Board of Directors, postpone the Annual Meeting of the members of the Corporation until the month of March.

Section 3: Any Meeting of the members of the Corporation shall be held at such time as the Board of Directors determine, in the cities where offices of the Corporation are situated.

Section 4: In the event that an Annual or Special Meeting affects only a specific portion of the membership, the Board of Directors may call a meeting to be voted on by only the specified members.

Section 5: The Board of Directors shall call a Special Meeting of the members of the Corporation on written requisition of ten percent (10%) of the members of the Corporation.

Section 6: A minimum of ten (10) days and a maximum of fifty (50) days’ notice of any Annual Meeting of the members of the Corporation shall be given to the members of the Corporation.

Section 7: A minimum of ten (10) days and a maximum of fifty (5) days’ notice of any Special Meeting of the members of the Corporation shall be given to the members of the Corporation.

Section 8: Notice of any Special Meeting shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

Section 9: At every Annual Meeting, in addition to any other business that may properly be transacted, the report of the Board of Directors, the financial statements and the report of the auditor shall be made available, and elections for a new Board of Directors shall be held.

Section 10: Each member of the Corporation will have the opportunity to elect the Board of Directors.

Section 11: Directors elected at the Annual Meeting shall not take office until the 1st of May in the calendar year in which they are elected and shall vacate said office on the 30th day of April in the succeeding calendar year.

Section 12: Each member shall have the right to exercise one (1) vote at an Annual Meeting or Special Meeting through telephonic or electronic means if the Corporation makes such means available.

Section 13: The Board of Directors will determine all business to be presented to the membership during any Annual or Special Meeting including but not limited to submissions from the membership or the Corporation.

Section 14: A simple majority of the votes cast by the members present shall determine all

questions in meetings except where the vote or consent of a greater number of members is required by the Not-for-Profit Corporations Act or these By-Laws.

Section 15: The Board of Directors will automatically refer any referendum to the membership at the next available Annual Meeting, Special Meeting, or any other Meeting upon receiving written request from no less than five percent of the voting membership so long as the referendum:

- a) Includes a date of implementation
- b) Includes the eligible voting members
- c) Includes any associated and inflationary costs and the method of their application
- d) Includes any impact on previously approved referendum questions
- e) Does not violate any laws, the Letters Patent, or the By-Laws of the Corporation

Section 16: Any business specific to a portion of the membership will only require a quorum of ten-percent (10%) of the specified members and a simple majority of the votes cast.

Section 17: No error or omission in giving notice, of any Annual Meeting or any adjourned meeting of the members of the Corporation, shall invalidate such meeting or any proceedings taken thereat.

Section 18: A quorum for the transaction of business at an Annual or Special Meeting of the Corporation shall be fifty (50) members of the Corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: A Board of Directors, comprised of twelve (12) Directors elected by the members, shall manage the business and affairs of the Corporation in all things. Of the twelve (12) Directors, no less than two (2) shall be from each campus in which the Corporation operates with the remaining Directors elected at large.

Section 2: All Directors must be individuals, at least 18 years of age, and must be members of the Corporation.

Section 3: There shall be a Chair of the Board of Directors elected from amongst its membership.

Section 4: The members of the Corporation may remove a Director prior to the expiration of his or her term of office via a resolution passed by a simple majority of votes of the members of the Corporation at any Annual or Special Meeting.

Section 5: The members of the Corporation may, by a simple majority of votes, elect any other member of the Corporation in the place of the Director who has been removed for the remainder of the removed Directors' term.

Section 6: A Director shall be automatically removed:

- a) If a Director has resigned their office by delivering a written resignation to the Chair of the Board of Directors;
- b) If they have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c) If they are convicted of a indictable criminal offence in a court of law;
- d) If they have the status of bankrupt;
- e) If they have been found incapable by any court in Canada or elsewhere;

f) Upon death.

Section 7: The Board of Directors, so long as it is comprised of no fewer than eight (8) Directors, shall continue to have all the legal authority of a complete Board regardless of vacancies.

a) Following a two-thirds (2/3) majority vote, the Board may choose not to fill vacant Director position(s).

b) Should the Board deem it necessary to fill a vacant position(s), the Board may:

I) Invite, in order of result, a subsequent runner-up candidate from the last Annual Meeting held to fill the vacant position(s);

II) Call a Special Meeting of the members of the Corporation as soon as prudently possible in order to fill the vacant position(s); or

III) A quorum of Directors may fill a vacancy among the directors.

c) Should vacancies on the Board result in there being eight (8) or fewer Directors, the remaining Directors shall, forthwith, call a Special Meeting of the members of the Corporation to be held as soon as prudently possible in order to fill all vacancies.

d) Any Director elected to fill a vacancy shall hold office for the remainder of the term of office of the Director who's Directorship was vacant.

Section 8: Directors will not be a full or part-time paid staff member of the corporation during their term on Board, nor use the authority of their position to obtain a paid position upon cessation of their term.

ARTICLE V – POWERS OF DIRECTORS

Section 1: The Board of Directors administers the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Section 2: The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

Section 3: The Board of Directors is hereby authorized, from time to time:

a) To borrow money upon the credit of the Corporation, from any bank, trust company or credit union, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of Directors in its discretion may deem expedient;

b) To limit or increase the amount to be borrowed;

c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Section 4: The Board of Directors may take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests,

endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

Section 5: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Section 6: The Board of Directors may terminate the employment of any officer of the Corporation following a two-thirds (2/3) majority vote at the discretion of the Board.

Section 7: The Board of Directors may not act in any way, or pass any motion, regardless of majority, that is contrary to the By-Laws of the Corporation, and any such action or motion shall be considered invalid and unenforceable.

ARTICLE VI – DIRECTORS’ MEETINGS

Section 1: Members of the Corporation shall be allowed to attend all meetings of the Board of Directors except those meetings, or portions thereof, as are designated by the Board of Directors to be *in-camera* in accordance with Section 3.

Section 2: Members of the Corporation who are not Directors may be heard at meetings of the Board of Directors if recognized by the Chair of the Board or if another Director asks the Chair of the Board that they be heard.

Section 3: If, at any meeting of the Board of Directors matters of a confidential or personal nature are being discussed, the Board of Directors, following a two-thirds (2/3) majority vote, may go *in-camera*. The following rules shall apply to all *in-camera* sessions:

- a) A motion designating an *in-camera* session must be passed by two-thirds (2/3) of the Directors present;
- b) If a person who is not a Director or an ex-officio member of the Board of Directors, wishes to be allowed to be present at an *in-camera* session, the Board of Directors must pass a motion, with two-thirds (2/3) of the Directors supporting said motion.
- c) Once *in-camera*, no person shall be permitted to enter or leave the session except in cases of ill health, an emergency, or following a motion supported by two-thirds (2/3) of the Directors.

Section 4: Quorum for meetings of the Board of Directors shall be set at two-thirds of Directors then in office. In the case of a conflict of interest declared by Directors, quorum shall be set at the remaining Directors at that meeting.

Section 5: Any meeting of the Board of Directors at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretion's by or under the By-Laws of the Corporation.

Section 6: Meetings of the Board of Directors may be held at any time in any city where offices of the Corporation are situated, provided that notice of said meeting is given to each Director at least seven (7) days in advance.

Section 7: No formal notice of meetings need be given to Directors should the meeting time and place be set at a prior meeting of the Board.

Section 8: Meetings of the Board of Directors shall be called by the Chair of the Board, or may be called by a written requisition signed by at least three (3) Directors and delivered to the Chair of the Board.

Section 9: Agendas for meetings of the Board of Directors must be made available to the membership at least twenty-four (24) hours in advance.

Section 10: A meeting of the Board of Directors may take place, without notice, immediately following the Annual Meeting of the Corporation.

Section 11: The Board of Directors shall meet at least once during each academic semester.

Section 12: No accidental error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 13: Each Director shall be entitled to exercise one (1) vote at every meeting of the Board of Directors.

Section 14: The Chair of the Board of Directors shall not vote unless the vote is by ballot or if his or her vote would change the outcome.

Section 15: The Chair of the Board shall conduct the proceedings in accordance with the By-Laws and supplementary policies of the Corporation and in general accordance with the rules and procedures as specified in the latest edition of Robert's Rules of Order.

Section 16: Minutes shall be adopted at a subsequent meeting of the Board of Directors and, following their adoption, the minutes shall be signed by the Chair of the Board of Directors, and be made available for inspection by all members of the Corporation at the head office of the Corporation during the normal business hours of the Corporation.

Section 17: An emergency meeting of the Board of Directors may be called when it is deemed necessary by the Chair of the Board, or by three (3) Directors instructing the Chair, in writing, to do so. The Chair of the Board shall notify all Directors, by the most expedient means available, a minimum of six (6) hours in advance of the meeting.

ARTICLE VII – OFFICERS

Section 1: There shall be three (3) officers of the Corporation:

- a) The Chief Governance Officer, who shall serve as Chair of the Board and must be a Director.
- b) The Chief Executive Officer, who shall serve as President.
- c) The Chief Operating Officer, who shall serve as Executive Director.

Section 2: Duties and responsibilities of the officers shall be set from time-to-time by special resolution of the Board of Directors.

ARTICLE VIII – EXECUTION OF DOCUMENTS

Section 1: All documents must be executed by the officially designated officers of the Board of Directors; or, by other such agents as may be delegated from time-to-time.

ARTICLE IX – LIABILITY OF DIRECTORS

Section 1: Every Director of the Corporation when exercising the powers and discharging the duties of a Director must:

- a) Act honestly, in good faith, and in the best interest of the Corporation;
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) Comply with the Not-for-Profit Corporations Act and the regulations, and the Corporation's articles and By-Laws.

ARTICLE X – PROTECTION OF DIRECTORS AND OFFICERS

Section 1: Except as otherwise provided in the Not-for-Profit Corporations Act no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, omissions or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

ARTICLE XI – INDEMNITIES TO DIRECTORS AND OFFICERS

Section 1: Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b) All other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Section 2: The Corporation shall indemnify any person in such other circumstance as the Not-for-Profit Corporations Act or law permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-Law to the extent permitted by the Not-for-Profit Corporations Act or law.

ARTICLE XII – SUPPLEMENTARY POLICIES

Section 1: The Board of Directors may prescribe supplementary policies, not inconsistent with these By-Laws, relating to the governance of the Corporation, as they deem expedient which shall be binding upon the corporation.

ARTICLE XIII – AMENDMENT

Section 1: Any amendment to the By-Laws of the Corporation must first be approved of by two-thirds (2/3) of the Board of Directors. It must be voted upon by the members of the Corporation at an Annual Meeting and passed via a simple majority of votes before it can come into effect.

Passed as a By-Law of the Corporation by the general membership of the Wilfrid Laurier University Students' Union on January 26, 2023.

Chair of the Board &
Chief Governance Officer
Francesco Del Giudice

Vice Chair of the Board
Blake Phillips

In order to protect the Organization from the annual cycle of student leadership turnover, the President shall not allow institutional knowledge or practices to be unprotected or lost.

The President will not:

1. Operate without up-to-date written transition procedures that:
 - a. Outlines the responsibilities of both outgoing and incoming staff for the transition process; and
 - b. Distinguishes between transition for continuing staff and for contract staff.
2. Allow outgoing staff to leave office without ensuring that the appropriate materials are made available to ensure portfolio-specific transfer of knowledge.
3. Leave office without transitioning the incoming President on all policy compliance.

The Board will follow an annual agenda that completes the examination of Board policies and consistently improves Board performance through Board education

The Board will:

1. Compile an annual agenda that will conclude each year on the last day of April so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term Ends. It will include, but is not limited to:
 - a. Consultations with the ownership;
 - b. Governance education and presentations that are related to Ends determination;
 - c. Training of Board members and Board-elect;
 - d. Outside monitoring assistance;
 - e. A report of meeting minutes, discussion, and performance evaluations from the previous Board;
 - f. Cost of Governance budget for the next fiscal year that concludes in April;
 - g. A date to review the remuneration of the office of the President in November. This is separate from Presidential performance, which will be reviewed according to BMD#2d1, *Monitoring Executive Performance*;
 - h. The review, through the formation of Direct Inspection Committees, of no less than one fourth of all active policies.

<schedule on following pages>

Policy	Frequency (Times per year)	Periods of Monitoring	Method
GP#1 Global Governance Process	1	6	Internal Report
GP#2a Governing Style	1	7	Internal Report
GP#2b Board Job Description	2	8, 12	Internal Report
GP#2c Board Code of Conduct	1	8	Internal Report
GP#2d Chair Job Description	3	4, 8, 12	Internal Report
GP#2e Vice Chair Job Description	2	4, 8, 12	Internal Report
GP#2f Board Committee Principles	2	7, 11	Internal Report
GP#2g Board Committee Structure	2	7, 11	Internal Report
GP#2h Annual Governance Planning	1	3	Internal Report
GP#2i Chief Returning Officer Constraint	1	11	Internal Report
GP#2j General Meetings	1	11	Internal Report
GP#2k Governance Financial Accountability	1 (if needed)	4	Internal Report
BMD#1, #2a, #2b, #2c, #2d1, #2d2	1	1, 8	Informal Internal Report
BMD#1, #2a, #2b, #2c, #2d1, #2d2	2	6, 10	Informal Board Self Evaluation
BMD#1, #2a, #2b, #2c, #2d1, #2d2	1	12	Formal Internal Report

4-Year Direct Inspection Cycle			
Year 1	Year 2	Year 3	Year 4
EL#2d EL#2j EL#2m	EL#2a EL#2e EL#2h EL#2n	EL#2b EL#2f EL#2L	EL#1 EL#2c EL#2g
GP#2b GP#2f GP#2g3 GP#2h	GP#2a GP#2c GP#2g GP#2i	GP#1 GP#2d GP#2g1 GP#2j	GP#2e GP#2g2 GP#2k
BMD#1 BMD#2d1	BMD#2d2	BMD#2b BMD#2d3	BMD#2a BMD#2c E#1

Systematic and rigorous monitoring of Presidential job performance will be solely against the only expected Presidential job products: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

The Board will:

1. Determine the degree to which Board policies are being met through monitoring;
 - a. Information that does not do this will not be considered to be monitoring data.
2. Acquire monitoring information by one or more of three methods:
 - a. by INTERNAL REPORT: in which the President discloses interpretations and compliance information to the Board;
 - b. by EXTERNAL REPORT: in which an external, disinterested 3rd party selected by the Board assesses compliance with the President's interpretation of Board policies; or
 - c. by DIRECT BOARD INSPECTION: in which a designated Board member or members of the Board assess compliance with the President's interpretation of the appropriate policy criteria.
3. Judge:
 - a. the reasonableness of the President's interpretation; and
 - b. whether data demonstrate accomplishment of the interpretation.
4. Accept **any reasonable President interpretation** of the Board policy being monitored as the standard for compliance;
 - a. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favoured by Board members or by the Board as a whole.
5. Monitoring information will be presented from all campuses in which the Union operates if there are discrepancies in compliance.
6. All policies that instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as follows:

<schedule on following page>

Policy	Frequency (Times per year)	Periods of Monitoring	Method
Ends	1	12	Internal Report
EL #1 Global Executive Constraint	2	4, 11	Internal Report
EL #2a Treatment of Consumers	2	3, 8	Internal Report
EL #2b Treatment of Staff	1	6	Internal Report
EL #2c Compensation & Benefits	2	6, 11	Internal Report
EL #2d Financial Condition & Activities	3	5, 9, 11	Internal Report
	1	8	External Report
	2	7, 12	Board Direct Inspection
EL #2e Financial Planning & Budgeting	3	4, 10, 12	Internal Report
EL #2f Asset Protection	3	4, 10, 12	Internal Report
EL #2g Communication & Support to the Board	1	6	Internal Report
EL #2h Executive Succession	1	3	Internal Report
EL #2j Hiring Practices – Unpaid Staff	2	7, 11	Internal Report
EL #2l General Meetings and Elections	1	11	Internal Report
EL #2m Transition of Staff	1	12	Internal Report
EL #2n Hiring Practices – Paid Staff	2	6, 10	Internal Report

February 9, 2023

Overview:

The Ontario Ministry of Colleges and Universities (MCU) establishes guidelines for the imposition and administration of compulsory ancillary fees by universities. The MCU's Tuition Fee Framework and Ancillary Fee Guidelines directs that each university and its student governing body establish an ancillary fee protocol. The Protocol Agreement on Non-Tuition Fees (attached) is a tripartite agreement between Wilfrid Laurier University, the Students' Union, and the Graduate Students' Association that satisfies this requirement. The protocol agreement establishes the Committee on Non-Tuition Fee Assessment, whose membership includes the Students' Union President and may include the Students' Union Chair of the Board.

This agreement will replace the current iteration which expires on April 30, 2023. It is important to note that the MCU has not yet provided universities with an updated tuition fee framework and ancillary fee guidelines. There is a provision in the agreement that allows for revision should the MCU release new rules and regulations regarding compulsory ancillary fees.

Action:

No action is required, the agreement is provided for information purposes.

PROTOCOL AGREEMENT ON NON-TUITION FEES

THIS AGREEMENT made in duplicate, effective the ~~1st~~ _____ day of ~~May~~ _____, 20~~23~~~~18~~

BETWEEN

WILFRID LAURIER UNIVERSITY

A Corporation incorporated under a Special Act
of the Province of Ontario

- and -

WILFRID LAURIER UNIVERSITY STUDENTS' UNION

A Corporation without share capital incorporated under
the laws of the Province of Ontario

- and -

**WILFRID LAURIER UNIVERSITY GRADUATE
STUDENTS' ASSOCIATION**

A Corporation without share capital incorporated under
the laws of the Province of Ontario

WHEREAS

A. The Ministry of ~~Training, Colleges and Universities~~ ("MTCU") of the Province of Ontario ~~(now the Ministry of Advanced Education and Skills Development ("MAESD"))~~ established guidelines for the imposition and administration of compulsory ancillary fees by universities in the Tuition Fee Framework and Ancillary Fee Guidelines for Publicly-Assisted Universities 2013-14 to 2016-17 (the "Guidelines") as may be amended from time to time;

B. The parties acknowledge and agree that Compulsory Ancillary Fees and Compulsory Non-Tuition Fees are necessary in the current funding structure for WLU;

C. The Parties wish to have in place a process for dealing with recommendations for any change(s) in such Non-Tuition Fees, and have agreed to enter into this Agreement; and

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D. The Parties acknowledge that all terms and conditions in this agreement are subject to review and amendment as may be required in the event of changes to policies, procedures or guidelines as determined by [MCUMAESD](#). The parties agree to engage in a review of this Protocol Agreement within six months of new ancillary fee guidelines being provided by the [MCUMAESD](#).

NOW THEREFORE in consideration of the mutual covenants contained herein, the Parties agree as follows:

1. PARTIES

- 1.1 Wilfrid Laurier University ("WLU") is a provincially assisted eligible university level institution as identified by [MCUMAESD](#).
- 1.2 Wilfrid Laurier University Students' Union ("SU") is the authorized corporate body representing undergraduate students enrolled at WLU.
- 1.3 Wilfrid Laurier University Graduate Students' Association ("GSA") is the authorized corporate body representing graduate students enrolled at WLU.

2. DEFINITIONS

In this Agreement the following words and phrases shall have the meanings as set out below:

- 2.1 "Agreement" shall mean this Protocol Agreement on Non-Tuition Fees.
- 2.2 "Board" shall mean the Board of Governors of WLU.
- 2.3 "Committee" shall mean the committee on Non-Tuition Fees Assessment which shall include designated representatives from WLU, SU, and GSA, as set out in Appendix "A" to this Agreement and includes all advisory committees on compulsory ancillary fees established at WLU.
- 2.4 "Compulsory Ancillary Fee" shall mean a fee imposed or administered by WLU, or one of its constituent parts or its federated or affiliated institutions, in addition to regular tuition fees, which a student is required to pay in order to enroll in, or successfully complete, any for-credit course, or as may be defined by [MAESD-MCAU](#) in the Guidelines.

2.5 "Consumer Price Index ("CPI")" shall mean the annual rate of inflation as published in the CPI for Canada (core inflation) compiled by Statistics Canada effective on the 31st day of December preceding the year for which the adjustment is made. This rate shall be interpreted to mean averaging the monthly rates for the previous twelve months.

2.6 "Non-Tuition Fee" shall mean the following:

2.6.1 "Compulsory Non-Tuition Fee" shall mean a Compulsory Ancillary Fee which is levied in order to cover the costs of items which are not normally paid for out of WLU operating or capital revenue. Such fees are not applied to the costs of instruction in any course or program, but may be applied to the costs of enhancing the cultural or social or recreational life of students or to provide other athletic or non-academic services to students.

2.6.2 "Exempted Compulsory Non-Tuition Fee" shall mean a Compulsory Non-Tuition Fee established by a Student Government-Sponsored Referendum or for the reasonable, direct costs for materials and services, as more specifically set out in section four to this Agreement.

2.6.3 "Optional Non-Tuition Fee" shall mean an approved and authorized fee that is automatically assessed against Students and collected by WLU on behalf of WLU, SU or GSA. Students may provide instruction to opt out of an Optional Non-Tuition Fee.

Examples of Non-Tuition Fees to which this Agreement applies include student activity fees, athletic fees, housing placement fees, health or insurance fees, transportation or parking fees, and student centre fees.

2.7 "Student" shall mean an undergraduate or graduate student enrolled in one or more for-credit course(s) at WLU.

2.8 "Student Government(s)" shall mean the SU and the GSA collectively.

2.9 "Sponsored Referendum" shall mean a referendum sponsored by a Student Government that is conducted in accordance with the Student Government's policies and procedures governing referenda and section 6 of this Agreement.

3. DURATION OF AGREEMENT

3.1 Subject to any right or obligations for revision or renewal described in section 85, this agreement will be in force for five (5) years~~three (3) years~~ with the term to be based on the fiscal year of the University. The term shall be May 1, 2023~~18~~ to April 30, 2026~~3~~.

3.2 The parties acknowledge and agree that until the final approval and execution of this agreement takes place, the prior Non-Tuition Protocol Agreement dated the 1st of May, 2018, shall remain in full force and effect.

Commented [MM1]: The Agreement doesn't actually include a renewal provision in Section 8, or elsewhere, do we want to include one? One format is to provide for one year renewals indefinitely or for a set number of renewal years.

Commented [ZD2]: Do we maintain this duration and simply exercise the renewal term

Commented [MM3]: We should proceed with a new agreement if there is consensus for a new 3 year term and the parties wish to amend other terms as well.

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4. EXEMPTIONS TO THIS AGREEMENT

Exempted Compulsory Non-Tuition Fees are Compulsory Ancillary Fees exempt from the provisions of this Agreement. MAESD-MCEU
Exempted Compulsory Non-Tuition Fees are limited to the following:

- 4.1 "Student Government Fees" shall mean existing and future fees established by the SU or the GSA, including those resulting from referenda sponsored by either the SU or the GSA;
- 4.2 "Student /Administration Referenda Fees" shall mean existing and future fees established through referenda where the sponsor of the referenda was WLU or a combination of WLU and a Student Government.
- 4.3 "System-wide Fees" shall mean existing and future system-wide fees. System-wide fees are those where, through a formal agreement, the students affected at all Ontario Universities pay a comparable fee for a comparable service;
- 4.4 "Materials and Services Fees" shall mean existing and future fees for the materials and services as follows: field trip fees, fees for learning material and clothing retained by the student, fees for material used in the production of items which become the property of the student, fees for materials or services where WLU acts as a broker with a vendor for the student. Examples of Materials and Services Fees include lab clothing and manuals, clickers, fees for transcripts, and for convocation ceremonies including cap and gown rentals;

- 4.5 “Work Placement Fees” shall mean existing and future fees associated with the costs of placing students in jobs for work terms. The placement costs eligible for this fee are all placement-service costs (including salary and non-salary expenses) and maintenance costs for space used for placement service.
- 4.6 “Digital Learning Materials Fees” shall mean existing and future fees for digital learning materials that are the property of the student and which can include test and assessment tools. All Digital Learning Materials Fees shall be in accordance with the Guidelines and the Wilfrid Laurier University Guidelines for the Use of Online and Digital Resources, as may be amended from time to time.

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5. —IMPLEMENTATION OF, OR CHANGES TO FEES

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- 5.1 All Compulsory Non-Tuition Fees levied by WLU or one of its constituent parts or its federated or affiliated institutions must meet the following requirements:
- a) Be non-tuition-related, as defined in 2.65 above;
 - b) Be approved by the Board; and
 - c) Be announced prior to collection through the WLU calendar and/or published fee schedules;
 - d) Be reported annually to [MAESDMCU](#).
- 5.2 All Compulsory Non-Tuition Fees in existence as of September 1, 2012, shall be allowed to automatically increase by the Canadian Consumer Price Index each year.
- 5.3 All proposals to amend or implement a new Compulsory Non-Tuition Fee and/or Optional Non-Tuition Fee by WLU, SU or GSA shall first be brought to the Committee for consideration, ~~discussion~~[discussion](#), and recommendation, except for allowable increases as provided for in this Agreement.
- 5.4 Except for an Exempted Compulsory Non-Tuition Fee, all increases or decreases to, or implementation of a new Compulsory Non-Tuition Fee will not proceed for consideration by the Board without recommendation from the Committee.
- 5.5 While Exempted Compulsory Non-Tuition Fees are exempt from the application of this Agreement, the Parties agree that amendments to an existing, or implementation of a new, Exempted Compulsory Non-tuition Fee will be reviewed by the Committee prior to

- | recommendations to or approval by the Board. The party proposing the change to an Exempted Compulsory Non-Tuition Fee will provide information to the Committee on the purpose of the fee, process used in developing the fee, costs included in calculating the fee, students for whom the fee will be compulsory, and total revenue to be available from the fee.
- 5.6 For an existing Compulsory Non-Tuition Fee, a financial report may be requested by the Committee that outlines the amounts collected and spent from the Fee in each of the previous three years (or as long as the Fee has been in existence if fewer than three years) and any reserves accumulated from collected but unspent fees.
- 5.7 When an amendment to an existing, or implementation of a new, Exempted Compulsory Non-Tuition Fee is proposed that will apply to graduate students, prior to any recommendation or approval from the Committee, the GSA will provide information to the Committee outlining how the fee will be calculated and assessed for full-time and part-time graduate students.
- 5.8 Except for an Exempted Compulsory Non-Tuition Fee, any resolution to implement or increase a Compulsory Non-Tuition Fee that is to be solely levied upon the members of a Student Government must be supported by all voting Committee members of the applicable Student Government who are in attendance at the meeting.
- 5.9 Any Party may request the Committee consider that a decision on a Compulsory Non-Tuition Fee, except for an Exempted Compulsory Non-Tuition Fee, be put to members of a Student Government through a referendum. The Committee will generally refer a decision to a referendum if it includes one or more of the following:
- a) A capital expenditure of greater than \$100,000 in value for a single item by a Party of a non-academic nature (i.e. intended to enhance the cultural or social or recreational life of students or to provide other athletic or non-academic services to students);
 - b) A new project or service that will require a new fee greater than \$5.00 per student annually;
 - c) An annual increase to an existing Fee that, after the application of the Consumer Price Index in section 5.2, is greater than three and a half percent (3.5%) unless the Fee increase has been approved by referenda or consistent with terms of an existing contract that continue in full force and effect.

6. REFERENDA

- 6.1 All proposed referenda related to Compulsory Non-Tuition Fees sponsored to be held by a Student Government or co-sponsored by a Student Government and WLU for the Student Government's members shall be conducted in accordance with the established rules, policies, procedures and/or processes for student referenda as approved by the governing body of the Student Government.
- 6.2 All proposed referenda related to Compulsory Non-Tuition Fees sponsored by a Student Government or co-sponsored by a Student Government and WLU shall be provided in advance to the AVP: Financial Resources and/or the University General Counsel for review and comment.
- 6.3 A new Compulsory Non-Tuition Fee resulting from a referenda sponsored solely by WLU shall be provided to the Committee for review and comment and must be conducted and be in accordance with the terms of this Agreement.

7. REVIEW OF FEES

- 7.1 WLU shall annually provide to the Committee a list outlining all Non-Tuition Fees currently levied against all full and part time graduate and undergraduate students and collected by WLU. This list shall be provided not later than May 1st each year, or as otherwise agreed upon by the Committee.
- 7.2 WLU shall annually provide to the Committee a list of all proposed Non-Tuition Fees to be levied against all full and part-time graduate and undergraduate students and collected by WLU in the next fiscal year. WLU shall use best effort to provide this list by May 1st each year.

8. REVISIONS TO AND RENEWAL OF THIS AGREEMENT

- 8.1 This Agreement shall not be binding until approved by the Board, the GSA Board of Directors ("GSA Board"), the SU Board of Directors ("SU Board"), and the MCU Ministry of, which will be provided a copy of this Agreement to colleges and Universities Advanced Education and Skills Development.

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8.2 This ~~agreement~~ Agreement will be reviewed by the Committee in the case of:

8.2.1 New rules and regulations regarding Compulsory Ancillary Fees from the ~~MCU~~ Ministry of Advanced Education and Skills Development;

8.2.2 New legislation affecting Compulsory Ancillary Fees or the function associated with such fees.

8.2.3 Written consent of all Parties prior to the expiration of the Agreement.

8.2.4 Any revisions shall only be effective if, in writing, agreed to by the Parties and, where necessary, approved by ~~MAESD~~ MCU.

SIGNING PAGE FOLLOWS

IN WITNESS WHEREOF each of the Parties has caused this Agreement to be executed by a duly authorized representative on the dates as noted:

WILFRID LAURIER UNIVERSITY

Per: _____ Date: _____

Per: _____ Date: _____

We have the authority to bind the Corporation

WILFRID LAURIER UNIVERSITY STUDENTS' UNION

Per: _____ Date: _____

Per: _____ Date: _____

We have the authority to bind the Corporation

WILFRID LAURIER UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

Per: _____ Date: _____

Per: _____ Date: _____

We have the authority to bind the Corporation

Appendix A

Committee on Non-Tuition Fee Assessment

Purpose:

The Committee shall review and consider all existing and requested Non-Tuition Fees and shall make recommendations to the Board for the approval of any new or revised Non-Tuition Fee.

Membership:

The Committee shall include reasonable representation from WLU, SU and GSA and shall be composed of at least nine (9) members including:

1. WLU Representatives (4) which shall usually include:
 - Vice-President: Finance and Administration (or designate) who shall serve as Committee Chair;
 - Dean of Students of Waterloo and/or Brantford Campuses
 - Up to two (2) additional representatives as designated by the WLU President
2. SU Representatives (3) which shall usually include:
 - SU President (or designate)
 - Vice-President: University Affairs Government & Stakeholder Relations or Chair, SU Board as designated by the SU President
 - One (1) additional representative as designated by the SU President
3. GSA Representatives (2):
 - GSA President (or designate)
 - One (1) additional representative as designated by the GSA President

The following non-voting members shall be available to the Committee as required and shall be entitled to receive all material and information provided to the Committee:

- SU Executive Director and/or designate
- GSA Executive Director

- Manager, Executive Support & Special Projects, Office of Student Affairs

Duties and Responsibilities:

- The Committee shall meet as required to discuss all matters involving Non-Tuition Fees;
- Annually, the Committee will review all existing Non-Tuition Fees to verify compliance with guidelines from the [Ministry of Advanced Education and Skills Development](#) [MCU](#);
- Annually review the reports provided by WLU.
- Provide oversight on the implementation of Non-Tuition Fees, including any approved new or amended Non-Tuition Fees.
- Is the official body through which students will be involved in the review and recommendation on increases or amendment to the existing compulsory non-tuition-related ancillary fees or introduction of new fees as prescribed by [MAESD](#) [MCU](#).

Procedures:

Quorum

The quorum for a duly called Committee meeting is six (6) voting members of the Committee, including the Chair, which must include at least three (3) members or designates representing WLU and at least three (3) members or designates representing SU or GSA, of which at least one (1) member or designate must be present representing each of SU and GSA.

Meetings

Any or all Committee members may participate in a meeting of the Committee by means of conference telephone or videoconference (as may be available), provided all persons participating in the meeting can hear each other. A Committee member participating in a meeting by means of telephone or videoconference shall be deemed to be present in person at that meeting.

Voting

In all duly called meetings of the Committee at which a quorum is present, all resolutions properly before the Committee shall be adopted on a simple majority of votes cast by members of the Committee in attendance at the meeting as long as any vote is supported by at least one (1) vote of the members representing WLU, SU and GSA.

Frequency of Meetings

The Committee shall meet at least two (2) times at scheduled times during the WLU fiscal year, with additional meetings as may be required at the call

of the Chair. Unless otherwise agreed upon by the Committee, there shall be at least one (1) meeting in each of the Fall and Winter academic terms.

Appendix B

Non-Tuition Fees that are administered and covered ~~inside of~~by this ~~agreement~~Agreement as at _____:

PROTOCOL AGREEMENT ON NON-TUITION FEES

THIS AGREEMENT made in duplicate, effective the ____ day of _____, **2023**.

BETWEEN

WILFRID LAURIER UNIVERSITY

A Corporation incorporated under a Special Act
of the Province of Ontario

- and -

WILFRID LAURIER UNIVERSITY STUDENTS' UNION

A Corporation without share capital incorporated under
the laws of the Province of Ontario

- and -

WILFRID LAURIER UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

A Corporation without share capital incorporated under
the laws of the Province of Ontario

WHEREAS

A. The Ministry of Colleges and Universities ("MCU") of the Province of Ontario established guidelines for the imposition and administration of compulsory ancillary fees by universities in the Tuition Fee Framework and Ancillary Fee Guidelines for Publicly-Assisted Universities 2013-14 to 2016-17 (the "Guidelines") as may be amended from time to time;

B. The parties acknowledge and agree that Compulsory Ancillary Fees and Compulsory Non-Tuition Fees are necessary in the current funding structure for WLU;

C. The Parties wish to have in place a process for dealing with recommendations for any change(s) in such Non-Tuition Fees, and have agreed to enter into this Agreement; and

D. The Parties acknowledge that all terms and conditions in this agreement are subject to review and amendment as may be required

in the event of changes to policies, procedures or guidelines as determined by MCU. The parties agree to engage in a review of this Protocol Agreement within six months of new ancillary fee guidelines being provided by the MCU.

NOW THEREFORE in consideration of the mutual covenants contained herein, the Parties agree as follows:

1. PARTIES

- 1.1 Wilfrid Laurier University ("WLU") is a provincially assisted eligible university level institution as identified by MCU.
- 1.2 Wilfrid Laurier University Students' Union ("SU") is the authorized corporate body representing undergraduate students enrolled at WLU.
- 1.3 Wilfrid Laurier University Graduate Students' Association ("GSA") is the authorized corporate body representing graduate students enrolled at WLU.

2. DEFINITIONS

In this Agreement the following words and phrases shall have the meanings as set out below:

- 2.1 "Agreement" shall mean this Protocol Agreement on Non-Tuition Fees.
- 2.2 "Board" shall mean the Board of Governors of WLU.
- 2.3 "Committee" shall mean the committee on Non-Tuition Fees Assessment which shall include designated representatives from WLU, SU, and GSA, as set out in Appendix "A" to this Agreement and includes all advisory committees on compulsory ancillary fees established at WLU.
- 2.4 "Compulsory Ancillary Fee" shall mean a fee imposed or administered by WLU, or one of its constituent parts or its federated or affiliated institutions, in addition to regular tuition fees, which a student is required to pay in order to enroll in, or successfully complete, any for-credit course, or as may be defined by MCU in the Guidelines.

- 2.5 "Consumer Price Index ("CPI")" shall mean the annual rate of inflation as published in the CPI for Canada (core inflation) compiled by Statistics Canada effective on the 31st day of December preceding the year for which the adjustment is made. This rate shall be interpreted to mean averaging the monthly rates for the previous twelve months.
- 2.6 "Non-Tuition Fee" shall mean the following:
- 2.6.1 "Compulsory Non-Tuition Fee" shall mean a Compulsory Ancillary Fee which is levied in order to cover the costs of items which are not normally paid for out of WLU operating or capital revenue. Such fees are not applied to the costs of instruction in any course or program, but may be applied to the costs of enhancing the cultural or social or recreational life of students or to provide other athletic or non-academic services to students.
 - 2.6.2 "Exempted Compulsory Non-Tuition Fee" shall mean a Compulsory Non-Tuition Fee established by a Student Government-Sponsored Referendum or for the reasonable, direct costs for materials and services, as more specifically set out in section four to this Agreement.
 - 2.6.3 "Optional Non-Tuition Fee" shall mean an approved and authorized fee that is automatically assessed against Students and collected by WLU on behalf of WLU, SU or GSA. Students may provide instruction to opt out of an Optional Non-Tuition Fee.
- Examples of Non-Tuition Fees to which this Agreement applies include student activity fees, athletic fees, housing placement fees, health or insurance fees, transportation or parking fees, and student centre fees.
- 2.7 "Student" shall mean an undergraduate or graduate student enrolled in one or more for-credit course(s) at WLU.
- 2.8 "Student Government(s)" shall mean the SU and the GSA collectively.
- 2.9 "Sponsored Referendum" shall mean a referendum sponsored by a Student Government that is conducted in accordance with the Student Government's policies and procedures governing referenda and section 6 of this Agreement.

3. DURATION OF AGREEMENT

- 3.1 Subject to any right or obligations for revision described in section 8, this agreement will be in force for three (3) years with the term to be based on the fiscal year of the University. The term shall be May 1, 2023 to April 30, 2026.
- 3.2 The parties acknowledge and agree that until the final approval and execution of this agreement takes place, the prior Non-Tuition Protocol Agreement dated the 1st of May, 2018, shall remain in full force and effect.

4. EXEMPTIONS TO THIS AGREEMENT

Exempted Compulsory Non-Tuition Fees are Compulsory Ancillary Fees exempt from the provisions of this Agreement. MCU Exempted Compulsory Non-Tuition Fees are limited to the following:

- 4.1 "Student Government Fees" shall mean existing and future fees established by the SU or the GSA, including those resulting from referenda sponsored by either the SU or the GSA;
- 4.2 "Student /Administration Referenda Fees" shall mean existing and future fees established through referenda where the sponsor of the referenda was WLU or a combination of WLU and a Student Government.
- 4.3 "System-wide Fees" shall mean existing and future system-wide fees. System-wide fees are those where, through a formal agreement, the students affected at all Ontario Universities pay a comparable fee for a comparable service;
- 4.4 "Materials and Services Fees" shall mean existing and future fees for the materials and services as follows: field trip fees, fees for learning material and clothing retained by the student, fees for material used in the production of items which become the property of the student, fees for materials or services where WLU acts as a broker with a vendor for the student. Examples of Materials and Services Fees include lab clothing and manuals, clickers, fees for transcripts, and for convocation ceremonies including cap and gown rentals;
- 4.5 "Work Placement Fees" shall mean existing and future fees associated with the costs of placing students in jobs for work terms. The placement costs eligible for this fee are all placement-service costs

(including salary and non-salary expenses) and maintenance costs for space used for placement service.

- 4.6 "Digital Learning Materials Fees" shall mean existing and future fees for digital learning materials that are the property of the student and which can include test and assessment tools. All Digital Learning Materials Fees shall be in accordance with the Guidelines and the Wilfrid Laurier University Guidelines for the Use of Online and Digital Resources, as may be amended from time to time.

5. IMPLEMENTATION OF, OR CHANGES TO FEES

- 5.1 All Compulsory Non-Tuition Fees levied by WLU or one of its constituent parts or its federated or affiliated institutions must meet the following requirements:
- a) Be non-tuition-related, as defined in 2.6 above;
 - b) Be approved by the Board; and
 - c) Be announced prior to collection through the WLU calendar and/or published fee schedules;
 - d) Be reported annually to MCU.
- 5.2 All Compulsory Non-Tuition Fees in existence as of September 1, 2012, shall be allowed to automatically increase by the Canadian Consumer Price Index each year.
- 5.3 All proposals to amend or implement a new Compulsory Non-Tuition Fee and/or Optional Non-Tuition Fee by WLU, SU or GSA shall first be brought to the Committee for consideration, discussion, and recommendation, except for allowable increases as provided for in this Agreement.
- 5.4 Except for an Exempted Compulsory Non-Tuition Fee, all increases or decreases to, or implementation of a new Compulsory Non-Tuition Fee will not proceed for consideration by the Board without recommendation from the Committee.
- 5.5 While Exempted Compulsory Non-Tuition Fees are exempt from the application of this Agreement, the Parties agree that amendments to an existing, or implementation of a new, Exempted Compulsory Non-tuition Fee will be reviewed by the Committee prior to recommendations to or approval by the Board. The party proposing the change to an Exempted Compulsory Non-Tuition Fee will provide information to the Committee on the purpose of the fee, process used in developing the fee, costs included in calculating the fee, students for

whom the fee will be compulsory, and total revenue to be available from the fee.

- 5.6 For an existing Compulsory Non-Tuition Fee, a financial report may be requested by the Committee that outlines the amounts collected and spent from the Fee in each of the previous three years (or as long as the Fee has been in existence if fewer than three years) and any reserves accumulated from collected but unspent fees.
- 5.7 When an amendment to an existing, or implementation of a new, Exempted Compulsory Non-Tuition Fee is proposed that will apply to graduate students, prior to any recommendation or approval from the Committee, the GSA will provide information to the Committee outlining how the fee will be calculated and assessed for full-time and part-time graduate students.
- 5.8 Except for an Exempted Compulsory Non-Tuition Fee, any resolution to implement or increase a Compulsory Non-Tuition Fee that is to be solely levied upon the members of a Student Government must be supported by all voting Committee members of the applicable Student Government who are in attendance at the meeting.
- 5.9 Any Party may request the Committee consider that a decision on a Compulsory Non-Tuition Fee, except for an Exempted Compulsory Non-Tuition Fee, be put to members of a Student Government through a referendum. The Committee will generally refer a decision to a referendum if it includes one or more of the following:
 - a) A capital expenditure of greater than \$100,000 in value for a single item by a Party of a non-academic nature (i.e. intended to enhance the cultural or social or recreational life of students or to provide other athletic or non-academic services to students);
 - b) A new project or service that will require a new fee greater than \$5.00 per student annually;
 - c) An annual increase to an existing Fee that, after the application of the Consumer Price Index in section 5.2, is greater than three and a half percent (3.5%) unless the Fee increase has been approved by referenda or consistent with terms of an existing contract that continue in full force and effect.

6. REFERENDA

- 6.1 All proposed referenda related to Compulsory Non-Tuition Fees sponsored to be held by a Student Government or co-sponsored by a

Student Government and WLU for the Student Government's members shall be conducted in accordance with the established rules, policies, procedures and/or processes for student referenda as approved by the governing body of the Student Government.

- 6.2 All proposed referenda related to Compulsory Non-Tuition Fees sponsored by a Student Government or co-sponsored by a Student Government and WLU shall be provided in advance to the AVP: Financial Resources and/or the University General Counsel for review and comment.
- 6.3 A new Compulsory Non-Tuition Fee resulting from a referenda sponsored solely by WLU shall be provided to the Committee for review and comment and must be conducted and be in accordance with the terms of this Agreement.

7. REVIEW OF FEES

- 7.1 WLU shall annually provide to the Committee a list outlining all Non-Tuition Fees currently levied against all full and part time graduate and undergraduate students and collected by WLU. This list shall be provided not later than May 1st each year, or as otherwise agreed upon by the Committee.
- 7.2 WLU shall annually provide to the Committee a list of all proposed Non-Tuition Fees to be levied against all full and part-time graduate and undergraduate students and collected by WLU in the next fiscal year. WLU shall use best effort to provide this list by May 1st each year.

8. REVISIONS TO AND RENEWAL OF THIS AGREEMENT

- 8.1 This Agreement shall not be binding until approved by the Board, the GSA Board of Directors ("GSA Board"), the SU Board of Directors ("SU Board"), and the MCU, which will be provided a copy of this Agreement.
- 8.2 This Agreement will be reviewed by the Committee in the case of:
 - 8.2.1 New rules and regulations regarding Compulsory Ancillary Fees from the MCU;
 - 8.2.2 New legislation affecting Compulsory Ancillary Fees or the function associated with such fees.

8.2.3 Written consent of all Parties prior to the expiration of the Agreement.

8.2.4 Any revisions shall only be effective if, in writing, agreed to by the Parties and, where necessary, approved by MCU.

SIGNING PAGE FOLLOWS

IN WITNESS WHEREOF each of the Parties has caused this Agreement to be executed by a duly authorized representative on the dates as noted:

WILFRID LAURIER UNIVERSITY

Per: _____ Date: _____

Per: _____ Date: _____

We have the authority to bind the Corporation

WILFRID LAURIER UNIVERSITY STUDENTS' UNION

Per: _____ Date: _____

Per: _____ Date: _____

We have the authority to bind the Corporation

WILFRID LAURIER UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

Per: _____ Date: _____

Per: _____ Date: _____

We have the authority to bind the Corporation

Appendix A

Committee on Non-Tuition Fee Assessment

Purpose:

The Committee shall review and consider all existing and requested Non-Tuition Fees and shall make recommendations to the Board for the approval of any new or revised Non-Tuition Fee.

Membership:

The Committee shall include reasonable representation from WLU, SU and GSA and shall be composed of at least nine (9) members including:

1. WLU Representatives (4) which shall usually include:
 - Vice-President: Finance and Administration (or designate) who shall serve as Committee Chair;
 - Dean of Students of Waterloo and/or Brantford Campuses
 - Up to two (2) additional representatives as designated by the WLU President
2. SU Representatives (3) which shall usually include:
 - SU President (or designate)
 - Vice-President: Government & Stakeholder Relations **or** Chair, SU Board as designated by the SU President
 - One (1) additional representative as designated by the SU President
3. GSA Representatives (2):
 - GSA President (or designate)
 - One (1) additional representative as designated by the GSA President

The following non-voting members shall be available to the Committee as required and shall be entitled to receive all material and information provided to the Committee:

- SU Executive Director and/or designate
- GSA Executive Director
- Manager, Executive Support & Special Projects, Office of Student Affairs

Duties and Responsibilities:

- The Committee shall meet as required to discuss all matters involving Non-Tuition Fees;
- Annually, the Committee will review all existing Non-Tuition Fees to verify compliance with guidelines from the MCU;
- Annually review the reports provided by WLU.
- Provide oversight on the implementation of Non-Tuition Fees, including any approved new or amended Non-Tuition Fees.
- Is the official body through which students will be involved in the review and recommendation on increases or amendment to the existing compulsory non-tuition-related ancillary fees or introduction of new fees as prescribed by MCU.

Procedures:*Quorum*

The quorum for a duly called Committee meeting is six (6) voting members of the Committee, including the Chair, which must include at least three (3) members or designates representing WLU and at least three (3) members or designates representing SU or GSA, of which at least one (1) member or designate must be present representing each of SU and GSA.

Meetings

Any or all Committee members may participate in a meeting of the Committee by means of conference telephone or videoconference (as may be available), provided all persons participating in the meeting can hear each other. A Committee member participating in a meeting by means of telephone or videoconference shall be deemed to be present in person at that meeting.

Voting

In all duly called meetings of the Committee at which a quorum is present, all resolutions properly before the Committee shall be adopted on a simple majority of votes cast by members of the Committee in attendance at the meeting as long as any vote is supported by at least one (1) vote of the members representing WLU, SU and GSA.

Frequency of Meetings

The Committee shall meet at least two (2) times at scheduled times during the WLU fiscal year, with additional meetings as may be required at the call of the Chair. Unless otherwise agreed upon by the Committee, there shall be at least one (1) meeting in each of the Fall and Winter academic terms.

Appendix B

Non-Tuition Fees that are administered and covered by this Agreement
as at _____:

February 13, 2023

Overview:

Following the changes the Students' Union membership made to its Constitution to become compliant with the Ontario *Not-for-Profit Corporations Act*, a series of corresponding Policy Manual changes are required.

The Students' Union Board of Directors will continue to facilitate the election process for the President and Chief Executive Officer, the Board of Directors, faculty associations, the Wilfrid Laurier University Board of Governors, the Wilfrid Laurier University Senate, and any Students' Union-sponsored referendum questions. The directives for this process will now be fully outlined in the Policy Manual, rather than piecemeal in the Constitution to better differentiate the Annual Meeting from the election process. The imperative for this change is the necessity for the Students' Union to become compliant with the *Not-for-Profit Corporations Act* and consultations with legal counsel.

What follows are proposed changes to GP #2j, in both "tracked changes" and "clean" formats. The main substantive change is that the Students' Union elections process, including voting methods, are now outlined in GP #2j, rather than the Constitution. The 12 undergraduate students who receive the most votes during the Students' Union Board election will be the candidates then elected to the Board of Directors during the formal Annual Meeting as outlined in the Constitution. The Annual meeting will be held directly prior to the Laurier Votes Results Night.

New Timeline Example

Students' Union Elections – Voting Concludes @ 8pm



Annual Meeting @ 9:30pm

Quorum is 50 undergraduate students (may attend by electronic or telephonic means)

12 undergraduate students who receive the most votes during the Students' Union Elections are nominated and elected to the Students' Union Board of Directors

Undergraduate students appoint an auditor for the next fiscal year



Results Night @ 9:45pm

Results from the Students' Union facilitated elections for: Faculty Associations, Wilfrid Laurier University Board of Governors and Senate, and the Students' Union President and Chief Executive Officer

The Board is responsible for the oversight of all elections, annual meetings, and special meetings. The Board shall ensure due process and implementation of all business of the Corporation to be conducted during all elections, annual meetings, and special meetings.

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The Board will:

1. Hold an election for President and Chief Executive Officer by electronic ballot using the Single Transferable Vote voting system at such time as the Board of Directors determines, during the months of late January or February in the cities where offices of the corporation are situated;
 - a) The Annual Meeting shall follow directly after the conclusion of the President and Chief Executive Officer election.
2. Hold an election for Board of Director candidates by electronic ballot using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer;
 - a) The twelve (12) winners of the Board of Director candidates' election shall then be elected at the Annual Meeting of the members of the Corporation.
3. Facilitate an election for available student positions of the Wilfrid Laurier University Board of Governors and Wilfrid Laurier University Senate using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer.
4. Put Students' Union-sponsored referendum questions to a vote of the eligible members of the Corporation concurrent with the election for President and Chief Executive Officer.
5. Ensure that quorum for the election for the President and Chief Executive Officer, Board of Director candidates, Board of Governors, Senate, and referendum questions is ten (10) percent.
6. Ensure that all processes and procedures during Annual or Special Meetings will comply with all applicable laws and the Corporation's Constitution.
7. Be the final arbiter of the reasonableness of all referendum questions;
 - a) A committee of the CRO, CGO, the CEO, and the COO shall review all proposed referendum questions prior to their presentation to the Board;
 - i) The committee will compile a report for the Board, providing the Board with information regarding compliance with the constitution, letters patent, and any other legally binding documents.
8. Inform the members of their right to submit referendum questions no less than thirty-five (35) days prior to the last regularly scheduled Board meeting of the calendar year. Submissions shall be received no less than five (5) business days prior to the last regularly scheduled Board meeting of the calendar year.

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9. Ensure that all referendum questions shall include the following:
 - a) Date of implementation;
 - b) Eligible voting members;
 - c) Any associated costs and inflationary costs and how they are to be applied; and
 - d) Any impact on previously approved referendum questions.
10. Approve a report of all elections results provided by the Chief Returning Officer and the minutes of the Annual Meeting at the next appropriate meeting of the Board.
11. Make the auditor's statements available to the membership no less than twenty-one (21) days prior to the starting date of the Annual Meeting;
 - a) The Board shall approve the auditor's statements of the current fiscal year no later than October 31 annually;
12. Review all submissions for referenda submitted by external organizations;
 - a) External organizations will be responsible for the application of all referenda results;
 - b) Only submissions from a legitimate governing authority or representative thereof will be eligible to submit referenda on their behalf;
 - c) All external organizations will be subject to the Organization's elections and referenda policies and any other restrictions deemed necessary by the Board.

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The Board is responsible for the oversight of all elections, annual meetings, and special meetings. The Board shall ensure due process and implementation of all business of the Corporation to be conducted during all elections, annual meetings, and special meetings.

The Board will:

1. Hold an election for President and Chief Executive Officer by electronic ballot using the Single Transferable Vote voting system at such time as the Board of Directors determines, during the months of late January or February in the cities where offices of the corporation are situated;
 - a) The Annual Meeting shall follow directly after the conclusion of the President and Chief Executive Officer election.
2. Hold an election for Board of Director candidates by electronic ballot using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer;
 - a) The twelve (12) winners of the Board of Director candidates' election shall then be elected at the Annual Meeting of the members of the Corporation.
3. Facilitate an election for available student positions of the Wilfrid Laurier University Board of Governors and Wilfrid Laurier University Senate using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer.
4. Put Students' Union-sponsored referendum questions to a vote of the eligible members of the Corporation concurrent with the election for President and Chief Executive Officer.
5. Ensure that quorum for the election for the President and Chief Executive Officer, Board of Director candidates, Board of Governors, Senate, and referendum questions is ten (10) percent.
6. Ensure that all processes and procedures during Annual or Special Meetings will comply with all applicable laws and the Corporation's Constitution.
7. Be the final arbiter of the reasonableness of all referendum questions;
 - a) A committee of the CRO, CGO, the CEO, and the COO shall review all proposed referendum questions prior to their presentation to the Board;
 - i) The committee will compile a report for the Board, providing the Board with information regarding compliance with the constitution, letters patent, and any other legally binding documents.
8. Inform the members of their right to submit referendum questions no less than thirty-five (35) days prior to the last regularly scheduled Board meeting of the calendar year. Submissions shall be received no less than five (5) business days prior to the last regularly scheduled Board meeting of the calendar year.

9. Ensure that all referendum questions shall include the following:
 - a) Date of implementation;
 - b) Eligible voting members;
 - c) Any associated costs and inflationary costs and how they are to be applied; and
 - d) Any impact on previously approved referendum questions.
10. Approve a report of all elections results provided by the Chief Returning Officer and the minutes of the Annual Meeting at the next appropriate meeting of the Board.
11. Make the auditor's statements available to the membership no less than twenty-one (21) days prior to the starting date of the Annual Meeting;
 - a) The Board shall approve the auditor's statements of the current fiscal year no later than October 31 annually;
12. Review all submissions for referenda submitted by external organizations;
 - a) External organizations will be responsible for the application of all referenda results;
 - b) Only submissions from a legitimate governing authority or representative thereof will be eligible to submit referenda on their behalf;
 - c) All external organizations will be subject to the Organization's elections and referenda policies and any other restrictions deemed necessary by the Board.