

ζ: CORPORATE GUIDANCE

Preamble: The corporate guidance policy outlines the various bodies responsible for reviewing, and suggesting possible alteration to the various facets of the EngSoc's many business initiatives. The organization, mandate and limitations of each group are listed as well as services that have direct access to the respective body.

A. QUESSI Directors

(Ref. By-Law 14)

Part I: General

1. Queen's University Engineering Society Services Incorporated is a non-profit corporation that owns and operates the Campus Bookstore.
2. There are 15 Directors of QUESSI. Engineering students shall form the majority on the QUESSI Board of Directors.
3. Effort will be made to have as many years of engineering students represented as possible.
4. The charter and by-laws of QUESSI stipulate that the members of the Council of the Engineering Society and any directors elected by the members of QUESSI are members of the corporation (see Appendix B).

Part II: Selection of Representatives

5. Membership of a fully constituted board shall include:
 - a. The President of EngSoc and Vice President (Operations)
 - b. Two members as nominated by the Senate.
 - c. Two members as nominated by the Board of Trustees.
 - d. Three members nominated by the outgoing QUESSI board from Faculty members of Applied Science or engineering alumni.
6. Six candidates shall be elected by members of the corporation, taking into consideration the recommendation of the Interview Committee.
7. It shall be the general practice of the Interview Committee to recommend the re-election of Directors who wish to return to the Board.
8. Subject to this by-law, the Interview Committee shall use policy α to guide its recommendations.
9. While the Interview Committee will make recommendations to the members of the corporation, it is stressed that any member of the Engineering Society is eligible to run in the election of directors covered in section 6.

Part III: Resignation / Dismissal

10. In the event of the resignation of a director, the QUESSI board shall be empowered to appoint a replacement subject to ratification by the members of the corporation for the duration of the term.

11. Dismissal of QUESSI directors shall be governed by the by-laws of the corporation. Replacement of dismissed directors shall be governed by section 10.

Part IV: Duties of Representatives

12. The EngSoc representatives shall interest themselves in the affairs of QUESSI, and in particular, concern themselves with:

- a. the relations between QUESSI and EngSoc
- b. the level of service offered by the Bookstore and how this may be improved
- c. the relations between QUESSI and the University Community.

13. The EngSoc representatives shall all complete the QUESSI conflict of interest declaration.

Part V: Conflict of Regulations

14. In the event of any conflict between this policy and the letters patent of QUESSI or with the duly approved by-laws of QUESSI this policy shall be subordinated to the extent of the conflict.

B. ESARK Directors

(Ref. By-Law 13)

Part I: General

1. Engineering Society and Research Centre (Kingston) is a non-profit corporation that owns and operates land for various research, scientific, and experimental purposes.
2. There are 7 Directors of ESARCK. Engineering students shall form the majority on the ESARCK Board of Directors.
3. Effort will be made to have as many years of engineering students represented as possible.
4. The charter and by-laws of ESARCK stipulate that the members of the Council of the Engineering Society and any directors elected by the members of ESARCK are members of the corporation (see Appendix J).

Part II: Selection of Representatives

5. Membership of a fully constituted board shall include:
 - a. The President of EngSoc, the Vice-President (Operations), and the Vice-President (Society Affairs) as ex-officio members;

- b. Three candidates shall be elected by members of the corporation, taking into consideration the recommendation of the Interview Committee.
- 6. It shall be the general practice of the Interview Committee to recommend the re-election of Directors who wish to return to the Board.
- 7. Subject to by-law 13, the Interview Committee shall use policy α to guide its recommendations.
- 8. While the Interview Committee will make recommendations to the members of the corporation, it is stressed that any member of the Engineering Society is eligible to run in the election of directors covered in section 6.

Part III: Resignation / Dismissal

- 9. In the event of the resignation of a director, the ESARCK board shall be empowered to appoint a replacement subject to ratification by the members of the corporation for the duration of the term.
- 10. Dismissal of ESARCK directors shall be governed by the by-laws of the corporation. Replacement of dismissed directors shall be governed by section 9.

Part IV: Duties of Representatives

- 11. The EngSoc representatives shall interest themselves in the affairs of ESARCK, and in particular, concern themselves with:
 - a. the relations between ESARCK and EngSoc;
 - b. the level of service offered by the land and how this may be improved.

Part V: Conflict of Regulations

- 12. In the event of any conflict between this policy and the letters patent of ESARCK or with the duly approved by-laws of ESARCK this policy shall be subordinated to the extent of the conflict.

C. Board of Directors of the Engineering Society

(Ref. By-Law 19)

Part I: Purpose

- 1. The Board of Directors will provide long term strategic planning for the Engineering Society and oversight and guidance for its services to ensure their fiscal continuity and proper management. This will be carried out with the support of alumni and faculty members.
- 2. The Board of Directors shall make recommendations to Council concerning strategic planning for the Society, the financial standings of the Society, and the proper management of the Society.

3. The Board of Directors shall make all reasonable efforts to ensure proper oversight and management of the Society's services, including their strategic planning, financial standing, and human resource management.
4. The Board of Directors will serve as a mediating body regarding any human resources issues involving the Society's permanent staff, including potential discipline and/or dismissal.

Part II: Composition and Selection of Board Members

5. The Board of Directors shall be composed of fifteen members. These members shall be:
 - a. President of EngSoc
 - b. Vice President (Operations)
 - c. Vice President (Student Development)
 - d. Vice President (Academic)
 - e. Vice President (Society Affairs)
 - f. two alumni of the Engineering Society
 - g. two Applied Science faculty members
 - h. six current student members of EngSoc
6. The Vice President (Student Development), Vice President (Academic), and Vice President (Society Affairs) shall all be ex-officio non-voting members of the Board.
7. The Engineering Society membership shall elect the voting members to the Board at the Annual General Meeting. The voting members of the Board shall be nominated in the following manners:
 - a. The two alumni members shall be annually nominated by the Executive.
 - b. The two faculty members shall be annually nominated by the Executive.
 - c. Two current student members of EngSoc shall annually be nominated for a two year term by a nominating committee.
 - d. Two current student members of EngSoc shall annually be nominated for a one year term by a nominating committee.
8. The six current student members of the Board must not be Directors of the Society or managers of services of the Society.
9. The nominating committee shall recommend to the Engineering Society membership a series of candidates for the Board of Director positions.
 - a. The nominating committee shall consist of the President of the Engineering Society, the Queen's University Rector and the outgoing Chair of the Board
 - b. The nominating committee shall be chaired by the outgoing Chair of the Board.
 - c. The selection process for these nominated members will be conducted according to the EngSoc Hiring Policy as seen in Policy Manual Section γ.B.

Part III: Responsibilities and Duties of the Officers of the Board

10. The Board shall be chaired by a current student member of the Board.
11. The Chair will be elected by the incoming and current Board members at the final meeting of the Board in March, as outlined in Paragraph 13.
12. The responsibilities of the Chair shall be:
 - a. to call all meetings of the Board and prepare an agenda for each meeting in advance.
 - b. to facilitate discussion during the meetings and hold votes on the business of the Board.
 - c. to act as the external representative of the Board.
 - d. to be an ex-officio non-voting member of Council.
 - e. to deliver an oral report pertaining to the activities of the Board to EngSoc Council, or appoint member of the Board that is not an executive member of EngSoc Council to speak should the chair be unavailable
 - f. to form any subcommittees of the Board to look closer into the business of the Board.
 - g. to chair the nominating committee for new student members of the Board.
 - h. to properly transition the incoming Chair of the Board.
13. The Board shall elect a secretary at the March meeting.
14. The responsibilities of the secretary shall be:
 - a. to record the minutes of all meetings and to distribute typed and coherent minutes to all Board members by the next meeting of the Board.
 - b. to assist the Chair of the Board as required.

Part IV: Responsibilities and Duties of the Board

15. The Board of Directors shall meet a minimum of five times per academic year at which all members shall make every effort to attend in person or use any appropriate voice communication. The outline for the meetings shall be as follows:
 - a. The first meeting shall be held in July. Each Service of EngSoc (excluding Science Quest) shall present its final budget for the past year as well as its budget and a strategic plan for the upcoming year for the Board's approval and suggestions. Should either a service's budget or the strategic plan not be approved at this time, they will be brought to the Board for approval as soon as possible. Science Quest will present a mid-year report to the Board for approval and guidance. Any new Services shall be presented to the Board for its approval. Chairs and members of the Standing Committees will be elected at this meeting.

- b.** The second meeting shall be held in late September or early October. The Chairs of each Standing Committee will provide reports on the committees' activities.
- c.** The third meeting of the Board will be held in late November or early December. Each service (excluding Science Quest) will present a mid-year report to the Board for approval and guidance. Science Quest will present its year-end report and final budget for approval and feedback. The Chairs of each Standing Committee will provide reports on the committees' activities.
- d.** The fourth meeting shall be held in late January or early February. The Chairs of each Standing Committee will provide reports on the committees' activities. Science Quest will present its strategic plan and budget to the Board for its approval and suggestions. Should either the budget or strategic plan not be approved at this time, they will be brought to the Board for approval as soon as possible.
- e.** The fifth meeting shall be held in late March or early April. This will be the transition meeting. All outgoing and incoming members of the Board shall be in attendance. At this meeting the Services will each present a year-end report for approval and feedback. The Chairs of each Standing Committee will also provide final reports on the committees' activities, and any resulting strategic plans shall be finalized. New members of the Board shall be introduced and a new Chair and Secretary shall be elected at this meeting.

16. The Chair may call additional meetings as they see fit as long as at least four current student members may attend in person or using appropriate voice communication methods, and at least one alumni and one faculty member is able to attend in person or using any appropriate voice communication.

17. The responsibilities of the Board shall include:

- a.** approving the budgets and strategic plans, mid-year reports, and year-end reports of the Services of the Society, as listed in paragraph 17.
- b.** approving the creation of any new Services of the Society.
- c.** approve the suspension and/or termination of Service Officers on the basis of unacceptable performance or inappropriate behaviour.
- d.** ensuring the consistency, transparency, and continuity of financial practices throughout the Society.
- e.** approving expenditures from the Capital Fund.
- f.** creating biannual strategic plans for the Services of the Society as a whole and the Society as a whole (as described in Paragraph 18).
- g.** The Board shall oversee the financial accountability, sustainability, and overall progress of the Engineering Society Services.

18. The Board shall create strategic plans for the Society alternating annually between the Services as a whole and the Society as a whole. These plans shall be presented at the Annual General Meeting.

Part V: Standing Committees of the Board

19. The Board shall establish standing committees to assist it in its work, including an Audit Committee, a Long-term Strategy Committee, and a Policy Review Committee. These committees shall be chaired by student members of the Board who are not members of the Executive. Their membership may include any member of the Board with the ability to meet the time commitments set out by the committee chair. Each standing committee shall meet no less than once a month and shall report to the Board at each meeting.

20. The Audit Committee shall consist of three voting members of the Board. The duties of the Finance Committee shall be:

- a. to periodically review the form, content, and level of detail of financial reports to the Board.
- b. to make recommendations to the Board annually regarding the appointment of auditors.
- c. review the service's monthly financial statements as submitted to the Vice President (Operations).
- d. to alert the Board to deviations from budgets that may be outside the range determined by the Board during the budget approval process, as they may be revealed or anticipated as the fiscal year progresses.

21. The Strategic Planning Committee shall consist of the President (representing the Executive), two student members of the Board, and two members of Council, and other members at the Chair's discretion. The duties of the Strategic Planning Committee shall be:

- a. to develop long term strategic plans for the Engineering Society and the Engineering Society's Services. Which areas of the Society the committee focuses on in any one year shall be left to the discretion of the Board.
- b. to review and/or update previous strategic plans to ensure relevancy and a continued forecast of approximately three to five years.
- c. A draft of any new or updated strategic plans shall be presented to the Board at the January meeting, with the final plans presented to the Board for its approval at the March meeting. Any plans concerning the Society as a whole will subsequently be presented for approval to EngSoc Council.

22. The Policy Review Committee shall consist of three or four voting members of the Board and the Vice President (Operations). The duties of the Policy Review Committee shall be:

- a. to develop and maintain the corporate policies of the Society, relating to issues such as management discipline/termination, permanent staff, and compensation policies.
- b. to present proposed policy changes to EngSoc Council where appropriate.

Part VI: Rules of Order

- 23. The Chair shall only vote on matters of the Board in the event of a tie. Board members may abstain from any vote.
- 24. The Board will concern itself with the services' operations, financial accountability, manager performance, and long term planning.
- 25. The agenda for upcoming Board meetings must be posted no less than one week in advance of set meeting times.
- 26. Minutes of the previous meeting must be distributed with the agenda no less than one week in advance of set meeting times.
- 27. Meeting times must be scheduled well in advance so that all members are able to attend.
- 28. The Chair of the Board shall reserve the right to cut off any presenter who exceeds a time limit set in advance by the Chair.