

# Operations and Finance Committee Terms of Reference

<b>Parent Policy:</b>	Union Bylaw
<b>Related Documents:</b>	--
<b>Approval Authority:</b>	Students' Legislative Council
<b>Passed:</b>	April 13, 2010
<b>Amended:</b>	August 29, 2023



## 1 Definitions

- (1) In this document:
  - (a) “**Active Member**” is defined per the Union Bylaw as “an undergraduate student enrolled at the University of Calgary who meets the qualifications for membership as provided by the Union Bylaw;” and
  - (b) “**Union Policy**” is defined per the Union Bylaw as “the collection of properly approved policies and procedures enacted by the Students’ Legislative Council or its delegate.”

## 2 Establishment

- (1) The Students’ Legislative Council establishes the Operations and Finance Committee as a standing committee under these terms of reference.
- (2) The Operations and Finance Committee is delegated the roles, responsibilities, authorities, and procedural obligations set out in these terms of reference.

## 3 Membership

- (1) The Operations and Finance Committee comprises the following members:
  - (a) the Vice President Internal<sup>1</sup>, (ex-officio, chair);
  - (b) the President (ex-officio, vice-chair);
  - (c) the Vice President Academic (ex-officio)
  - (d) the Vice President External (ex-officio);
  - (e) up to three Faculty Representatives, to be appointed by the Students’ Legislative Council; and
  - (f) the General Manager or designate (ex-officio, non-voting).

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<sup>1</sup> The executive positions of Vice President Student Life and Vice President Operations and Finance remains in place until the executive position of the Vice President Internal come into effect after the 2024 SU General Election.

- (2) Members other than ex-officio members may have their membership reviewed each academic term based on their scheduling commitments and personal circumstances.
- (3) The membership of an ex-officio member automatically ends when they cease to hold the position by virtue of which they are a member of the committee.

#### **4 Chair Responsibilities**

- (1) The chair is responsible for:
  - (a) providing leadership to committee members, to enable the execution of the committee's role and responsibilities;
  - (b) presiding at committee meetings; and
  - (c) acting as the spokesperson for the committee and its work, including to the Students' Legislative Council and elsewhere, as may be appropriate or required.
- (2) The vice-chair may assist the chair as needed and, in the absence or vacancy of the chair, may fulfil the role and responsibilities of the chair.
- (3) In the event of a vacancy of the chair and the vice-chair, the committee may appoint another voting member to act as the chair.

#### **5 Member Responsibilities**

- (1) Members are responsible for familiarizing themselves with the role of the committee and adhering to these terms of reference and any other applicable **Union Policy**.
- (2) Members are bound by conflict-of-interest provisions in the Union Bylaw.
- (3) Members are expected to:
  - (a) participate actively in the work of the committee, and make sufficient time for their duties as a member;
  - (b) comply with guidelines around confidentiality and the handling of sensitive or protected information;
  - (c) make every reasonable effort to attend all meetings of the committee; and
  - (d) participate actively, professionally, and respectfully in meetings of the committee, including by sharing their perspectives and insight, expressing opinions, asking questions, and providing constructive feedback in discussions.
- (4) If a non-ex-officio member breaches their obligations and responsibilities under these terms of reference, the chair may request their resignation or terminate their appointment.

## 6 Role, Responsibilities, and Authorities

- (1) The role of the committee is to assist the Students' Legislative Council by providing oversight of the finances and operations of the Students' Union.
- (2) The committee is responsible for:
  - (a) reviewing and recommending the following items for approval by the Students' Legislative Council, in accordance with the Union Bylaw:
    - (i) the annual budget;
    - (ii) audited financial statements;
    - (iii) borrowing means; and
  - (b) fulfilling Union Bylaw responsibilities, including:
    - (i) oversight of extra-budgetary expenditures, including:
      - (A) for amounts less than \$5,000.00, receiving reports from the General Manager or designate about the expenditure;
      - (B) for amounts more than \$5,000.00 and less than \$15,000.00, jointly approving the expenditures with the General Manager or designate and reporting it to the Students' Legislative Council; and
      - (C) for amounts over \$15,000.00, jointly recommending the expenditure with the General Manager or designate for approval by the Students' Legislative Council by special resolution with two-thirds majority vote;
    - (ii) appointing a qualified external auditor on the recommendation of the General Manager or designate and the Vice President Internal, prior to June 1 of each year; and
    - (iii) approving financial procedures on the recommendation of the General Manager or designate for the financial administration and system of internal controls for the Students' Union;
  - (c) reviewing, recommending, or approving as appropriate, matters of a significant nature related to:
    - (i) high-level oversight and strategic decisions on space planning and use of Students' Union owned or managed facilities;
    - (ii) the creation or discontinuance of student-based programs, services and events upon recommendation from the Programs and Services Committee;

- (iii) financial decisions between \$5,000 - \$ 15,000 for the Refugee Student Program, as recommended by the chair or vice-chair of the Refugee Student Program Committee;
- (iv) partnerships with third parties;
- (v) student hardship assistance funding; and
- (vi) the creation or discontinuance of commercial operations of the Students' Union;
- (d) reviewing the status of any budget item to ensure compliance with applicable regulations or procedures, as needed;
- (e) receiving financial and operational reports from the General Manager or designate, including:
  - (i) reports from the Marketing and Communications and the Student Services departments twice per year;
  - (ii) quarterly financial reports; and
  - (iii) other reports as appropriate, including those regarding:
    - (A) legal matters;
    - (B) building development and space planning, including project progress and costs;
    - (C) partnerships with third parties;
    - (D) internally restricted reserve fund expenditures; and
    - (E) internal control systems for cash management practices, investment vehicles, financing, credit, insurance, and taxation;
    - (F) the review of financial and internal controls by external auditors;
    - (G) records management practices and information technology resources to address the integrity and security of Students' Union records and information systems; and
    - (H) other operational policies, procedures, and practices; and
- (f) the initial appointment of **Active Members** including Faculty Representatives as members of the committees of the Students' Legislative Council; and
- (g) any other responsibilities delegated or assigned to the committee, such as by the Students' Legislative Council, the Union Bylaw, or **Union Policy**.

- (3) Subject to any conditions or limitations imposed under **Union Policy**, the committee has the authority to carry out its role and responsibilities, including approving policies or procedures relevant to the committee's role and responsibilities.
- (4) The committee does not have the authority to make decisions, except where expressly indicated by a resolution of the Students' Legislative Council, the Union Bylaw, or in **Union Policy**, including these terms of reference.

## 7 Meetings

- (1) The committee will meet as needed in accordance with a schedule to be provided to members by the General Manager or designate.
- (2) The General Manager or designate is responsible for distributing notice of committee meetings, including the date, time, and location of the meeting, an agenda, and any other relevant supporting materials for the meeting within twenty-four hours before the scheduled meeting time.
- (3) The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, anyone entitled to notice does not invalidate any proceedings at a meeting.
- (4) Regular quorum for committee meetings is a majority of voting members, including:
  - (a) the chair; and
  - (b) the General Manager or designate.
- (5) If the committee is unable to form regular quorum, the committee may meet with a special quorum of:
  - (a) a majority of ex-officio members; and
  - (b) the General Manager or designate.
- (6) If the committee meets under special quorum in accordance with subsection (5), the chair must report to the Students' Legislative Council of the committee's inability to meet regular quorum in the next regular committee report.
- (7) The chair is responsible for the orderly conduct of committee meetings and may consult with the most recently published version of *Robert's Rules of Order, Newly Revised* for guidance.
- (8) If means of participation in a meeting virtually or by telephone are made available, members may participate in the meeting through those means, be considered as present at the meeting, and may vote through those means.
- (9) Meetings of the committee are closed to the public.
- (10) At the discretion of the chair and the General Manager or designate, guests may be invited to attend and participate in discussion during committee meetings.

## **8 Voting**

- (1) Only voting members of the committee may move, second, and vote on motions, and each voting member is entitled to one vote.
- (2) All decisions of the committee, except where otherwise specified, require approval by majority vote.
- (3) Per the Union Bylaw, any decisions pertaining to the disbursement of Students' Union funds require approval by two-thirds majority vote.
- (4) Votes will be conducted by a show of hands, voice vote, unanimous consent, or, where necessary to maintain confidentiality, secret ballot administered by the General Manager or designate.

## **9 Resolutions in Writing**

- (1) A resolution in writing passed by a majority of voting members, including by email or other method of recorded written response, is valid as if it had been passed at a committee meeting.
- (2) Resolutions in writing are only to be used for simple, straightforward motions, or when it is not reasonable or possible to call or wait for a committee meeting, and should be used rarely.
- (3) The committee may approve a resolution in writing electronically, according to the following process:
  - (a) the General Manager or designate will distribute the resolution and an electronic poll, such as by email or digital ballot, to voting members, including a reasonable deadline by which they must cast their vote;
  - (b) the General Manager or designate may extend the deadline to cast votes once, by up to seven days;
  - (c) voting on the resolution will end after the deadline or any extension thereof;
  - (d) a majority of voting members must respond to the poll (either indicating a vote or abstention), otherwise the resolution does not pass, but may be tried again;
  - (e) if the resolution receives the required votes by the end of voting, the resolution is passed;
  - (f) if the resolution does not receive the required votes by the end of voting, it does not pass;
  - (g) the General Manager or designate must tally the votes and inform the committee of the outcome, and include the result in the minutes of the next regular committee meeting.

## **10 Records**

- (1) The General Manager or designate is responsible for:

- (a) preparing and distributing meeting materials, including an agenda, at least 24 hours in advance of a regular committee meeting;
  - (b) preparing meeting minutes; and
  - (c) providing other administrative supports to the committee, including the preparation and maintenance of committee documents and records.
- (2) Committee records may be requested by contacting the chair or the General Manager or designate in writing, who shall provide the requested documents, subject to redaction or withholding for confidentiality or compliance with applicable law, within 10 business days, if available.

## **11 Reporting**

- (1) The chair is responsible for providing a monthly written report on committee activities to the Students' Legislative Council.

## **12 Review and Amendment**

- (1) The Governance and Oversight Committee is responsible for reviewing these terms of reference at least once every three years.
- (2) Amendments or repeal of these terms of reference requires the approval of the Students' Legislative Council by majority vote.

### **History:**

- April 13, 2010 (Students' Legislative Council): Approved and enacted.
- April 12, 2011 (Students' Legislative Council): Amended.
- July 23, 2013 (Students' Legislative Council): Amended.
- November 19, 2013 (Students' Legislative Council): Amended.
- April 1, 2014 (Students' Legislative Council): Amended.
- October 28, 2014 (Students' Legislative Council): Amended.
- August 16, 2016 (Students' Legislative Council): Amended.
- February 5, 2019 (Students' Legislative Council): Amended.
- November 5, 2019 (Students' Legislative Council): Amended.
- August 29, 2023 (Students' Legislative Council): Amended.