ATTENDANCE

The following members were present:

- Brieva, Antonio
- Clubine, Andrew
- Gerrits, Matthew Douglas John
- Knight, Jill Leanne
- Potter, Tristan Wesley Morris
- Schwan, Brian
- Tran, Tomson Huynh
- Wray, Alexander James David

* remote

The following members were absent:

- Barakat, Abdullah Mohamed*
- Burdett, Suzanne*
- Gupta, Vaishnavy Sushilkumar*
- Tang, Zhe Chong

* excused

PRELIMINARIES

CALL TO ORDER

Director Wray called the meeting to order at 6:55 PM.

SPECIAL MEETING BUSINESS

MEMBER PROPOSAL ON PAY RESTRUCTURING

Discussion: Thoughts on the statement brought forward by Board to respond to the Pay Restructuring motion on the AGM agenda, the intent behind it, and propose alternatives.

After seeing the statement prepared by Feds, the Executives were investigating reaching out to the members who co-wrote the proposal to explain the statement, give fair warning that it was coming.
In the past, students with similar mindsets have benefited from being educated on the issues with their planned action prior to the corporation making a public statement. Directors contemplated how reaching out might be perceived by the member, worrying that such actions towards a member operating under strongly principled motivations may take it as condescending. Directors also expressed that the current statement had some salient points, but read as very defensive. The board emphasized the need for tact in this situation.

Directors expressed frustration at the amount of resources this proposal was consuming, both in time and money. A point was made that the Board should not legitimize or engage in discussion with members that seem uninterested in following due process or having an open discussion, and instead appeal to other members emotions.

The Board continued with conversations on a potential response, highlighting the need to do a compensation review.

The Board agreed that they:

- should refrain from commenting before the General Meeting, and that the statement needed to be aimed towards all students and have a warmer tone,
- should conduct a compensation review as early as possible, and
- have a statement prepared committing to a compensation review if the motion is ruled out of order or it fails. If the motion passes the Board will discuss potential actions at the next regular meeting.

**ADJOURNMENT**

Be it resolved that the Board adjourn until the next meeting.

With no new business the meeting was adjourned at 8:06 PM.
Federation of Students
Board of Directors
Thursday, 2017-10-19 at 6:30pm

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<tr>
<th>Chair:</th>
<th>Alexander Wray</th>
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<tr>
<td>Secretary:</td>
<td>Tristan Potter</td>
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<tr>
<td>Expected Attendees:</td>
<td>Antonio Brevia, Brian Schwan, Jill Knight, Andrew Clubine, Suzanne Burdett, Zhe Tang, Vaishnavy Gupta, Tomson Tran, Matthew Gerrits, Abdullah Barakat</td>
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<tr>
<td>Excused Attendees:</td>
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For Discussion: discuss/re-visit the statement brought forward by Board to respond to the Pay Restructuring motion on the AGM agenda, the intent behind it, and propose alternatives.
RE: STATEMENT ON MEMBER PROPOSAL #2 - EXECUTIVE PAY

The Board of Directors welcomes and strongly encourages exploring options that represent the interests of all students. After a thorough review of Agenda item 7 (Feds Pay Restructuring Member Proposal) and consulting legal advice, the non-Executive members of the Board have concluded that, in addition to placing the Corporation in a legally flawed situation, we cannot in good faith and conscience enact the provisions of the motion. As such, the Board recommends the membership strongly consider the following information when reviewing Agenda item 7:

- Due process not followed
  o Student Councillors have the ability to pass motions requesting the Board to consider operational, financial and management decisions; however, the submitting parties of this agenda item did not pursue this avenue for discussing Executive pay. As per our bylaws, any proposal to amend Executive salaries to be voted upon at the General Meeting must come from the Board of Directors.
  o While the General Meeting is not within the purview of this process, this item has been included on the agenda as per the bylaws to which Feds adheres.

- Conflict of interest
  o The majority of the motion’s submitters currently serve on Students Council and would therefore stand to directly benefit financially from the motion’s effects; in addition, so would members of the Board. This is in direct violation of the conflict of interest principles of our organization.

- Proposal based on research presented without context
  o While the proposal notes that our Executives are the highest paid in Canada and we have the second fewest Executive, the research on which this proposal is based also concluded that Feds Exec pay falls around the median for executive pay per student.
  o The proposal fails to take into context crucial information that explains what differentiates Feds Execs from other student union execs:
    ▪ Feds Execs are responsible for daily operations within the organization; other student union executives perform strategic roles that provide only minor input into similar day-to-day decisions within the organization
    ▪ Feds Execs regularly work over 50 hours per week, and are active all 3 terms throughout the year; other student union executives are not active for the summer term
    ▪ Feds Execs directly oversee multiple full-time management and support staff/volunteers; this is not the case in many other student unions.
  o In addition, the Board has strategically maintained the Executives’ salary level to not only attract soon-to-be graduating students in a competitive market, but to support our student leaders with a living wage. In order to remain an attractive and competitive option for graduating students, the Executive role purposely consists of a salary and benefits structure that is similar to most entry-level public policy and operational positions. Cutting their salaries as per this proposal would result in our Exec earning less than minimum wage given the work hours they average.

The Board appreciates and encourages all who participate in the democratic processes available to them by following the due process that is laid out to facilitate such discussions. For the reasons outlined above, the Board, in following the principles of the organization, cannot in
good faith enact this proposal as it stands on the General Meeting Agenda; and we ask that you, the members, also take this information into careful consideration when deciding how to vote on Agenda item 7 on October 24 at the October General Meeting.

Yours in service,

Non-Executive members of the Federation of Students Board of Directors