Federation of Students
BOARD OF DIRECTORS
February 16, 2017, SLC 1106

Present: Christos Lolas (Chair), Sacha Forstner (Secretary), Brian Schwan, Jana El Khatib, Sarah Wiley, Suzanne Burdett (non-voting), Tristan Potter.

Arrived Late: Alexander Wray, Caleb Voskamp (Phone-In), Deanna Priori.

Absent: Fatema Boxwala, Tomson Tran.

CALL TO ORDER
The regular meeting of the Board of Directors assembled at 16:00 in SLC 1106. President Christos Lolas took the Chair, and Sacha Forstner acted as Secretary. The Chair verified the meeting was properly constituted in accordance with the Corporation’s bylaws, policies, and procedures, that due notice had been given to all members, and that a quorum was present.

The Chair called the meeting to order at 16:04.

I. EXECUTIVE UPDATES

Vice President Education Wiley
The interview process for the next Research and Policy Officer is still ongoing. The strategic advocacy plan is progressing well – further updates to be provided during other business.

Vice President Operations and Finance Schwan
An update on the new point of sale system being developed via the BDO contract will be delivered during confidential session. Development of the new risk management procedure is nearing completion, and will involve a mix of departmental accountability, as well as escalated scaffolding of risk mitigation strategies via executive board, the risk management committee, and the Board itself. There are expected to be six core categories of risk overall. Directors can expect more detail at the next meeting.

President Lolas
Elections have concluded with a significantly increased turnout. Orientation has made some revisions to its 2017 schedule, and subsequently has begun in-depth planning for the current year. General meeting planning is underway. SLC/PAC tendering is about to close, and Feds is currently awaiting a response from the Graduate Student Association regarding next steps.

Directors asked Lolas to elaborate on the changes to Orientation. Lolas explained that the new schedule will allot Friday for Faculty-based programming, while Thursday night will be reserved for programming in partnership with the City of Waterloo. Partnerships with Wilfrid Laurier University are being explored. The Orientation Budget is expected to be ready for Board approval by the end of February.

No update was provided from the VP Internal since Priori had not yet arrived at the meeting.
II. APPROVAL OF THE MINUTES

Board heard a motion to approve the minutes from the regular session of the meeting from January 17, 2017.

Forstner and Schwan. Carried.

III. UPDATES TO THE BYLAWS

Board heard a motion to further amend the “proposed amended bylaws” previously approved on 6 December 2016 for AGM ratification, by alterations to articles 8, 11, and 13, as presented.

Forstner and Schwan.

Forstner provided the Board with an overview of his three proposed amendments. The first would serve to protect the effectiveness of Council’s deliberations by prohibiting meetings during the campaign period of general elections. It was noted that the same restriction would not be possible for the Board of Directors due to the Board’s fiduciary obligation to meet in the event of a crisis. The second amendment would provide stability to elections and referenda by prohibiting alterations to any related Council Procedures during the interim or campaign periods of all elections and referenda. The third amendment would codify the existing process for dissolution or alteration of membership in external political organizations, with the caveat that dissolution would be forbidden in the absence of a recommendation from a representative body.

Directors expressed general support for the proposed amendments, with minor reservations due to the fact that it might be necessary in the future to leave an external political organization on short notice. Forstner highlighted the fact that Students’ Council is capable of calling a special meeting on 48 hours notice, and a recommendation to leave could come from that body.

Minor discussion ensued regarding the ideal period of time during which meetings of governing bodies should not occur.

Lolas and Schwan move to amend items a and b to replace “campaign period” and “interim or campaign period” with “interim, campaign, or poling period.”

The Chair sought and found unanimous consent for the amendment.

The final text of the motion, as amended, read as follows:

Resolved, Board further amends the “proposed amended bylaws” approved for AGM ratification on 6 December 2017 by:

a) Inserting a new clause into Article 8, Section 6, reading “No meeting of Council may occur during the interim, campaign, or polling period of a general Council and Executive election”;
b) Inserting a new clause into Article 11, Section 3, reading “No procedure established by Council relating to elections or referenda may be established, rescinded, or otherwise amended during the interim, campaign, or polling period of any election or referendum”; and

c) Inserting a new clause into Article 13, Section 2, reading “Any change to membership agreements with external political organizations, including the dissolution of such agreements, shall require approval by a two-thirds (2/3) vote of the Board of Directors, notwithstanding that a motion by Board to dissolve such an agreement shall only be in order when supported by a recommendation to that effect from Students’ Council, a General Meeting, or a referendum as defined in these by-laws.

The question was called on the primary motion, and it carried unanimously.

IV. MARCH GENERAL MEETING

A brief discussion was held regarding the potential dates for the March General Meeting.

Board heard a motion to set the date for the 2017 March General Meeting as March 29th at 17:00, with the first notice to be published no later than February 27th, and the deadline for the submission of proposals to be March 6th at midnight; and to direct the President to begin promoting the meeting and its associated components.

Lolas and Schwan.

Lolas confirmed that the proposed dates were in alignment with Section V of the bylaws, and noted his intention to set the deadline for submission of proxies as 16:00 on March 28th.

Forstner proposed amending the motion to specify that the proposed General Meeting would be the annual members’ meeting for fiscal 2016-2017, and to task all available directors with assisting the President in executing the meeting’s operations.

The Chair found Forstner’s proposed amendments to be friendly, and they were adopted.

Wray and Voskamp arrive at the meeting.

Lolas yields the chair to Wray.

Wray and Schwan move to amend the motion to call a special meeting of the Board at 16:00 on March 14th, 2017, for the purpose of approving the agenda for the General Meeting.

It was noted that the special meeting would be cancelled if there was a lack of substance to the submitted proposals for consideration.

The question was called on Wray’s amendment, and it carried.
The final text of the motion, as amended, read as follows:

**Resolved,** Board sets the date of the March General Meeting as March 29th, 2017 at 17:00, with the First Notice to be published no later than February 27th, 2017, and the deadline for the submission of proposals as March 6th, 2017 at midnight.

**Further Resolved,** Board directs the President to begin the promotion and communication of the General Meeting and its associated components.

**Further Resolved,** the General Meeting of March 29th shall be the annual meeting of members for fiscal 2016-2017.

**Further Resolved,** Board tasks all available directors to assist the President with the operational execution of the meeting.

**Further Resolved,** Board calls a special meeting for March 14th, 2017 at 16:00, for the purpose of approving the agenda and all related items for the General Meeting.

*The question was called on the primary motion, and it carried.*

**V. ANNUAL MEMBERS’ UPDATE**

Board heard a motion to task the Chair and the Executive with preparing a written “annual report to the members” for inclusion in the General Meeting agenda package.

*Forstner and Lolas.*

Forstner provided the Board with his general vision for such an update, which would include letters from the Chair (on the Board’s behalf) and from each Executive speaking to the year’s key successes, as well as a detailed outline of the year’s progress on Feds’ core strategic objectives.

*The question was called, and the motion carried.*

**VI. LONG RANGE PLAN PROGRESS REPORT**

Lolas provided the Board with an update regarding the implementation of the Long Range Plan, and each of its core goals.

Regarding the improvement of school spirit, Feds has incorporated spirit-related initiatives into the Feds Services, most notably through the establishment of Warrior Tribe. At the same time, there has been a recognition that school spirit at Waterloo is different than it is at other schools. Evaluating efforts to improve Feds’ external relations depends on the scope and level. Locally, the biggest issue and most common source of external outreach has been on matters related to student housing. However, further work needs to be done in order to improve federal outreach. In recent years, Feds’ participation in the Advocan coalition has amplified the Waterloo student voice in Ottawa. Attempts to increase service relevancy have resulted in a focus on market research for commercial services, an Orientation program that adapts to the Fall Reading Break schedule, and the creation of several new Feds Services.
Feds has collaborated with the University in recent years on critical issues such as the SLC/PAC expansion, international tuition advocacy, and other forms of top-level outreach. Feds has obtained a seat on the Undergraduate Operations Committee, which has amplified the student voice on-campus overall.

In order to become more efficient, Feds has implemented new accounting software, and continues to implement a new point of sale system. There are also projects in the works that will bring greater automation and digitization for Feds clubs.

In order to better-support student leaders, Feds is working on methods to improve General Meeting attendance, as well as continuous reviews of Orientation and part-time staff training practices.

Overall, Lolas identified five key focus areas moving forward: the existence of Advocan and Feds’ place within it, “grassroots” advocacy & activism, point of sale implementation, Services growth, and election engagement.

Directors thanked Lolas for the update, noting as a further success the introduction and implementation of a relationship management tool for year-to-year advocacy continuity. A director expressed a desire to see some statistics regarding the growth in services uptake and outcomes, rather than simply the change in the number of services. It was further noted that the subsequent year’s Board will need to initiate the development process for the next Long Range Plan.

**VII. GOVERNANCE INFRASTRUCTURE MODERNIZATION**

Potter led a discussion regarding the Board’s IT support infrastructure, noting the lack of an existing technological framework to facilitate communications between directors, in addition to an overall lack of technology-based solutions to Board operations.

Directors expressed general agreement with Potter, identifying three key roles of technology in Board operations: communication, document storage & records, and public accountability. The importance of developing a “governance IT ecosystem” in conjunction with Students’ Council was highlighted. It was generally agreed that the Chair and interested directors should liaise with IT personnel and key members of Council to explore viable options.

*Priori arrives at the meeting.*

**VIII. OTHER BUSINESS – ADVOCACY STRATEGY UPDATE**

Wiley provided the Board with an update on the development of the strategic advocacy plan.

The focus of the plan has been determined to be areas that would be detrimental to the organization in the absence of continuity. Thus the plan will focus on advocacy priorities regarding mental wellness, co-operative education, student engagement, indigenous access and experience, sexual violence prevention, domestic tuition, international access and experience, and student housing.
A director noted it might be desirable to focus on on-campus construction as well. Wiley committed to reporting back later with more detail.

IX. OTHER BUSINESS – FINANCIAL UPDATE

Pursuant to a resolution of the Board passed on January 17th, Schwan provided the Board with a budgetary update.

Overall, the corporation remains fiscally healthy, and is on track to come in on-or-under budget in nearly all areas, with the exception of several overages which are within the $500 tolerance allotted by Board. All presented deviations of greater than $500 were due to classification errors within the budget, not actual overspending. Schwan noted that IT maintenance and infrastructure needs continue to pose a concern for future budgets.

Schwan further committed to keeping the Board up-to-date on future budget planning priorities.

X. OTHER BUSINESS

Board heard a motion to, via the Chair of the Board, invite the presumptive incoming executive-elect Antonio Brieva, Andrew Clubine, and Jill Knight, to attend the regular session of all Board meetings between February 17th and April 30th as observers, notwithstanding the fact that the 2017 Executive Election results have not yet been ratified by a General Meeting; and to task the Chair with extending the same invitation to all incoming directors, as applicable, following their election at the March 29th General Meeting.

Forstner and Wray. Carried.

XI. CONFIDENTIAL SESSION

Having concluded all business on the regular agenda, with no further business arising, it was moved that the Board enter confidential session.

Schwan and Priori. Carried.

Board enters confidential session at 17:38.