The Regular Meeting of the Federation of Students’ Board of Directors at 7:00 PM on Tuesday, December 16th, 2014 in SLC 2143. The Chair was Chris Lolas and Andrew Clubine served as Secretary.

The following members were in attendance: Directors Colaso, Lolas, Little, Nazer, Turner and Zhou, President Burt and Vice-Presidents Balfour, Hamade and Yasin were all present. General Manager, Suzanne Burdett was present. Director McLean was absent, but joined the meeting via Google Hangouts.

Chair Lolas called the meeting to order at 7:11PM.

Regular Session

APPROVAL OF AGENDA

1. Motion: Resolved, that Board approves the agenda for this meeting.

   -Carried unanimously-

2. Motion: Resolved, the Board approves the regular session minutes for the November 18 regular meeting.

   -Carried unanimously-

EXECUTIVE REPORTS AND UPDATES

Vice-President, Education (Hamade)

- VPED Hamade gave an overview of his lobby weeks at Queen’s Park and Parliament Hill.

  Director Turner asked if VPED Hamade lobbied on deferred maintenance while in Ottawa. He replied that the ask was for a joint Federal-Provincial program. Response from MPs was varied.

Vice-President, Operations and Finance (Balfour)

- VPOF Balfour’s updates:
  ○ Roof leaks in SLC will be fixed in Spring 2015;
International News sales have improved significantly in the last year;
AS a result of consultations, The Dispensary (Pharmacy campus) will increase offerings and shift hours in new year;
The Bomber will receive improved lighting and audio in the near future. These systems have not been upgraded for over 10 years. Purchasing new equipment will help keep the Bomber competitive;
SLC Space Audit has been completed.

Director R. Little asked how will outreach happen on Brand Audit. VPOF Balfour replied that a survey will launch in early January. Data will be collected by Feb 1.

Director R. Little requested that a cross-departmental communication policy be outlined in the form of a ‘living document’.

Director R. Little voiced concerned about the Transition Committee, saying that its focus should be much narrower. VPOF Balfour replied that he sees training and transition as one item that must be considered together.

Director R. Little asked why the Bomber is prioritizing a lighting rack (for events) over regular dining lighting. VPOF Balfour replied that Bomber management have identified the lighting rack as a priority to keep the Bomber a competitive venue for events. Additionally, replacing the lighting in the dining areas would be very expensive because the wooden rafters would have to be moved. Little also asked if students were consulted about these improvements to the Bomber. VPOF Balfour explained that these improvements fall in line with the Bomber’s business plan.

Director D. Turner asked where the funds for the Bomber upgrades will be coming from. VPOF Balfour explained that the cost will be amortized over 3 years. Bomber staff project that the increased revenue over the next 3 years will cover costs.

Director P. Colaso noted that there has been a lot of recent improvements to the Bomber. She asked about improvements to other services? VPOF Balfour explained that Bomber updates have been provided because Board procedures dictate that any expenses exceeding $5000 must be reported to the Board. Any projects smaller than $5000 will not necessarily be reported, but can be discussed upon a Director’s request.
○ The University has struck a committee to discuss the Student Success Office fee. VPED Hamade and President Burt will sit on this committee;
○ The Peer Support Group has been reclaimed by Feds and President Burt will be working with student leaders to ensure that objectives are followed;
○ The General Meeting Committee of Board will develop a manual for future General Meetings;
○ President Burt sat on the hiring committee for the new varsity football coach. She said this was a positive experience because student input was sought.
○ Cloud-based email for students is forthcoming. Google or Outlook will replace current Nexus service.

Director R. Little inquired about the slow movement of the SSO fee and education for students about it. President Burt explained that an agreement needs to be in place before this can happen. University administration only approached Feds in late Fall, so the process has been delayed.

**General Orders**

**BOARD FEEDBACK REPORT**
Directors discussed an informal survey facilitated by Chair C. Lolas. Following the discussion, directors requested that executive reports be sent out the evening before board meetings.

**WINTER TERM BOARD MEETING DATES**

3. **Motion:** “BIRT the Winter 2015 Board of Directors regular meetings be set for 7:00pm on the following dates: January 13, February 10, March 3, March 24, and April 28.”

-***Carried unanimously***-

**SOCIAL MEDIA MARKETING DISCUSSION (Director A. Zhou)**
Director A. Zhou brought up a discussion about Feds’ Marketing Department’s procedures for using social media, asking whether current strategies are effective? Director D. Turner said that he wants to see more tweets about what students are doing, rather than tweets about daily greetings or commercial services. Director P. Colaso said that while she was on co-op working with the University, Feds was the only stakeholder that was not a part of discussion on social media usage.
GM S. Burdett suggested that Board invite Marketing Department staff to a meeting to discuss social media strategy. Directors agreed and were satisfied with this suggestion. Chair C. Lolas will facilitate this visit.

MANAGEMENT LETTER RESPONSES

4. **Motion:** “BIRT Board approve the responses to the auditor’s management letter, as attached.”

   -Carried Unanimously-

BOARD PROCEDURES UPDATE

Various amendments were proposed by President Burt. These amendments updated Board procedures to reflect current practices.

5. **Motion:** “BIRT that all references in Board procedures to “Vice President Administration and Finance” be changed to “Vice President Operations and Finance.”

   -Carried unanimously-

6. **Motion:** “BIRT the Board amend the following Board Procedures to the attached versions:

   - Procedure 5 (Savings and Investments)
   - Procedure 12 (Engagement, Termination and Evaluation of Full-Time Personnel)
   - Procedure 13 (Engagement, Termination and Evaluation of Part-Time Personnel)
   - Procedure 14 (Personnel and Volunteer Benefits)
   - Procedure 21 (Executive Transition)
   - Procedure 23 (Credit Card)”

a. **Motion:** “BIRT approval of Procedure 12 (Engagement, Termination and Evaluation of Full-Time Personnel) be postponed until the January 2015 Board Meeting.”

   -Carried unanimously-
Motion as amended: “BIRT the Board amend the following Board Procedures to the attached versions:

- Procedure 5 (Savings and Investments)
- Procedure 13 (Engagement, Termination and Evaluation of Part-Time Personnel)
- Procedure 14 (Personnel and Volunteer Benefits)
- Procedure 21 (Executive Transition)
- Procedure 23 (Credit Card)”

Main motion carried unanimously-

RECESS
Chair C. Lolas called a recess at 10:08PM.
Director M. Mclean left the meeting at this time for personal reasons.
The meeting was called back to order at 10:24PM.

GENERAL ORDERS (CONT’D)

PROCEDURE 20 AMENDMENT

7. Motion: “BIRT the Board of Directors amend Board Procedure 20, Section E to read:

   E) Format
   1. All meetings of the Board of Directors will be conducted in open sessions,
      open to any member of the Federation of Students to attend.
   1. any guests not holding membership in the Federation of Students must
      be approved by the Chair.
   ii. non-members of Board in attendance at meetings shall not disrupt the
       proceedings of the meeting nor cause any disturbance by unreasonable
       noise or vocal expression. The Chair may remove any such person
       when, in the Chair’s judgment, such person is engaging in improper or
Director D. Turner summarized his reasons from reopening the issues about Board meetings being open: He cited issues of accountability and transparency. He stressed the importance of transparency in the discussions run held at Board meetings. “How can a student elect a director when they have no concept of what a board member does? How can they reelect an incumbent?” Turner said that with closed meetings, there is no way to hold individual directors accountable to the job that they are elected to do. He said that any fear of disturbance should be addressed by the Chair’s authority to remove disruptive members of the gallery. Turner also highlighted that regular session of board meetings is currently ‘closed’, not ‘confidential’: if information shared in a closed board meeting is public, he asked why meetings should be closed at all.

When asked if this motion sets a precedent for other directors or Boards to ignore the wishes of the membership expressed at a General Meeting, Turner said this a different motion than the motion from GM.

President Burt said that rather than need open meetings, Board members should keep each other accountable. The Board should act as a body. She pointed out that there would be times where moving into confidential session momentarily is necessary, and this would make it look as if the Board is hiding things. She reminded Board that the reason for closed board was originally for efficiency.

President Burt shared advice from a lawyer familiar with Feds who expressed concern with bringing forth a question that was rejected at a General Meeting. Director R. Little explained that there is difference between a motion passing and not passing. President Burt said it would be a bad precedent to set nonetheless.

Director D. Turner reiterated that the two motions are not similar. The General Meeting
motion was failure to request open board meetings; it was not inherently in favour of closed. President D. Burt argued that the defeat of the motion was indeed in favour of closed board meetings.

VPED S. Hamade said that Board procedures are not Bylaws. He believes that the motion does not need to go to General Meeting. Chair C. Lolas suggested that if the motion passes, it should be taken to general meeting to be ratified, in order to eliminate the aforementioned ‘bad precedent’ that might be set by considering this motion.

Director R. Little said that directors must be accountable individually to student body. Director D. Turner agreed, saying that representation does not inherently promote accountability. Director P. Colaso said that directors must be accountable to students as a group, not as individuals.

VPOF B. Balfour made a distinction between accountability internally (between board members) and externally (to students). Director D. Turner said that directors should stand behind their personal vote. He acknowledged that directors cannot and should not speak against a decision of the Board after a decision has been made. However that does not imply that directors must agree with every decision of the Board.

President D. Burt asked what the advantage of having open meetings would be. Director R. Little said that minutes are not a sufficient way to provide information to students. They reflect a decision and a summary, but not the whole discussion. She said that the principle is that students should be able to access the entire discussion. VPIN M. Yasin suggested that a video feed could be a solution.

VPOF B. Balfour pointed out that members of the gallery would not have the same fiduciary duty to the corporation that directors have. This could cause unnecessary disagreement. Director D. Turner said that they should be able to find out why the decision was made. VPOF B. Balfour asked what difference a physical presence makes. Director D. Turner said that the problem is that students cannot see the whole decision-making process.

Director P. Colaso said that if the goal is greater transparency, the Board should consider providing summaries of the rationale for each decision after each meeting. Chair C. Lolas said that if goal is greater transparency, a summary does not suffice. Director D. Turner also argued that rationale is one-sided; it only summarizes the reason for the decision, not the
whole discussion.

President D. Burt clarified that she opposes the motion being brought forward (after it was voted down at General Meeting), not the principle behind it.

Directors and the Executive continued to engage in a prolonged discussion about the merits of open meetings vs. closed meetings. Areas of concern were the climate of a meeting, the ability for students to hold individual directors accountable, directors’ comfort levels in speaking out in open or closed meetings, and the possibility that members of the gallery could be hostile.

VPOF B. Balfour suggested that Board consider a 2-meeting system: presentations and discussions would happen in an open meeting and final deliberations and decisions would happen in closed meetings. Discussion about open/closed board will become an argument between what is in open/confidential session. Director R. Little said that she would support the 2-meeting structure if it were the other way around: final decision in open session. VP S. Hamade agreed with Director Little. Directors continued discussing the idea of a 2-meeting structure. This discussion led VPIN M. Yasin to point out that current board procedures are inadequate. He believes that if meetings are opening, these shortfalls will be magnified. VPOF B. Balfour said that if the motion passes, new procedures must be written that explicitly outline what topics are to be discussion in open session and what topics are to be discussed in confidential session.

b. Moved by Director D. Turner:

“To take the vote on the main motion by roll call.”

-Motion Defeated- (4 - 6 - 0)

The main motion was called to question.

-Carried- (8 - o - 2)  

In favour
D. Turner, R. Little, S. Hamade,
C. Lolas, Q. Nazer, M. Yasin.

Abstained
D. Burt, B. Balfour.
END OF REGULAR SESSION AND ADJOURNMENT

The meeting was adjourned on Wednesday, December 17 at 12:24AM. No confidential session was held.