Federation of Students  
BOARD OF DIRECTORS  
April 18, 2017, SLC 1106

Present: Alexander Wray (Chair), Sacha Forstner (Secretary), Brian Schwan, Christos Lolas, Deanna Priori, Sarah Wiley, Suzanne Burdett (non-voting), Tomson Tran, Tristan Potter.

Absent: Caleb Voskamp, Fatema Boxwala, Jana El Khatib.

Guest: Matthew Gerrits.

CALL TO ORDER

The regular meeting of the Board of Directors assembled at 16:00 in SLC 1106. Alexander Wray, Chair of the Board, took the chair, and Sacha Forstner acted as Secretary on behalf of Vice President Internal Deanna Priori. 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 16:06.

I. EXECUTIVE UPDATES

Vice President Education Wiley
The draft VPED budget for the coming year is nearly complete. The new Research and Policy Officer started work at the end of March. Feds’ advocacy efforts are ongoing.

A director asked a question about the impact of the non-ratification of the new bylaws on the reporting structure of the Research and Policy Officer, given that the previously-active set of bylaws required that they be overseen by the President. A formal opinion from legal counsel has not yet been sought, but one possible interpretation is that the RPO’s employment contract, duly issued under the amended bylaws, is now in effect, and may carry on pursuant to Section 129(3) of the Act.

Vice President Internal Priori
Wrap-up Week was successful, and volunteer appreciation events have taken place. Coordinator training for Spring 2017 is proceeding on schedule, and executive transition efforts are running smoothly. Hiring of the coming year’s Society Relations Commissioner is underway.

Vice President Operations and Finance Schwan
Preliminary budgets are being prepared by all departments. The BDO/Point of Sale Project is continuing, and further updates will be provided in confidential session. The budget process will be reviewed in the coming year.

President Lolas
The General Meeting took place on March 29th, and completed most of the agenda before losing quorum. However, the new bylaws were not ratified. The University Board of Governors
approved an increased budget for the SLC/PAC Expansion, and construction is on-track to start in May. SLC 2143 and the subway entrance will be shut down in the first stage. The Orientation Administrative Coordinator has resigned due to accepting a new position at the University of Guelph. A replacement is anticipated to be selected sometime in May. Executive Transition is proceeding smoothly.

II. CHANGES TO BOARD PROCEDURE 26

In response to a request from Schwan, the Chair proposed and the Board consented to rearranging the proceedings of the meeting.

Board heard a motion to revoke and replace Procedure 26, Risk Management Committee, with the new procedure on Risk Management as presented.

Schwan and Tran.

Schwan provided the Board with an overview of the draft Risk Management procedure. The goal of the procedure is to identify and characterize the organization’s high-level risk, while relying on institutional expertise in the development of mitigation strategies. The organization’s risk will be reported to the Board annually in order to enable meaningful high-level management oversight. The VP Operations & Finance will be responsible for adjusting the risk management tools themselves.

The six core categories of risk will be: organizational, event-based, financial, compliance (statutory and procedural), human resources, and data privacy/information.

Directors recommended three minor changes:
1. Numbering all paragraphs of the draft procedure;
2. Deleting “viii.” following “General Manager;” in the first paragraph;
3. Changing “Federation” to “Corporation” wherever the former is used.

The Chair deemed all suggested changes to be friendly, and they were adopted.

Forstner and Schwan move to amend the procedure by changing “shall be mitigated to the fullest possible extent wherever possible” to “shall be mitigated in accordance with the organization’s strategic priorities.”

Forstner noted the importance of embracing risk in particular situations in order to further strategic goals.

The question was called on Forstner’s amendment, and it carried.

It was noted that the procedure would be strengthened by adding high-level definitions for each of the core risk categories. Schwan committed to providing definitions by the end of the Spring 2017 term with which to update the procedure.
The question was called on the primary motion as amended, and it carried unanimously.

III. SPECIAL BOARD MEETING

Board heard a motion to call a special meeting for April 25th at 16:00 for the purpose of approving the provisional 2017-2018 operating budgets of the Corporation, and to discuss and determine a course of action regarding a proposed renovation plan for the second-floor offices in the Student Life Centre.

Schwan and Wray. Carried.

IV. CONFIDENTIAL SESSION

It was moved that Board enter confidential session early, with the understanding that it would return to the regular session agenda upon completion of its confidential business.

Lolas and Schwan. Carried.

At the request of the Chair, Gerrits departs.

Board enters confidential session at 16:30.

Board returns to regular session at 16:43.

At the invitation of the Chair, Gerrits returns. Schwan departs.

V. FUTURE STRATEGIC BOARD PRIORITIES

Board held a discussion regarding potential strategic projects for Fiscal 2017.

Directors identified their desired strategic projects, including: a hindsight-evaluation of the past year’s bylaw and procedural updates, the creation of an annual work plan for the Board and monthly Board reports to students, strategies for long-term fiscal planning and financial transparency & accountability, activity-based costing for full-time staff, the development of a governance calendar, and a long-term plan for governance reform.

Directors also reflected on the year’s successes, noting the increased focus on long-term strategy and high-level expert accountability.

The Chair thanked the directors for their thoughts, and invited the Board to email him with any further comments.

VI. APPROVAL OF THE MINUTES

Board heard a motion to approve the regular session minutes from the meetings on March 7, 2017 and March 14, 2017.

Lolas and Forstner. Carried.
VII. DESTRUCTION OF GENERAL MEETING BALLOTS

Board heard a motion to direct the President to destroy the ballots from the March 29, 2017 annual general meeting.

Forstner and Lolas. Carried.

VIII. CHANGES TO BOARD PROCEDURE 14

Board raised from the table a motion by Forstner and Lolas from the March 14, 2017 meeting, to revoke and replace Board Procedure 14, Personnel and Volunteer Benefits, as presented.

Forstner presented the redraft of the draft procedure, identifying the core change: instead of an annual review of the staff and volunteer special benefits package, review would occur once every three years, ostensibly at the same time as the review of the Procedure itself. In the event that the review failed to occur, the package would automatically be renewed for another 12 months.

The question was called, and the motion carried unanimously.

IX. CHANGES TO BOARD PROCEDURE 20

Board heard a motion to revoke and replace Board Procedure 20, Board Meetings, as presented.

Forstner and Potter.

Forstner presented the draft procedure, intended to outline core principles governing the structure, administration, and proceedings of Board meetings. The Board’s attention was drawn to the creation of a second class of special meetings, known as “irregular meetings.” The notice periods for regular and special meetings would be as per the bylaws, while irregular meetings could occur on three days’ notice.

Forstner identified two typographical errors, and committed to correcting them:

1. §III-B.3: The second use of the word “special” should read “irregular.”
2. §III-B.4b: “Emergency” should read “special.”

The Board noted that the definition of “section” in §IV-C.8 was unclear, and might be interpreted as rendering the entire procedure non-suspendable. Forstner affirmed that the intent was only for the rules governing in camera sessions to be considered non-suspendable.

Forstner and Lolas move to amend the draft procedure to change §IV-C.8 to read “Rules governing in camera proceedings may not be suspended.” Carried.

The question was called on the primary motion as amended, and it carried unanimously.
X. CHANGES TO BOARD PROCEDURE 18

Board heard a motion to raise from the table a motion by Forstner and Lolas from the October 24, 2016 meeting, to approve amendments to Board Procedure 18, “Directors Code of Conduct, Conflict of Interest, and Confidentiality,” as presented.

*Wray and Forstner. Carried.*

Debate resumed on the proposed amendments. Forstner clarified the essential changes: the section on discipline for breach of the code of conduct had been reformed to remove the application of strict penalties. Suspected breaches would be reported to the appropriate Board officers, who would take the necessary steps to resolve the situation appropriately.

*The question was called on the motion to amend the procedure, and it carried unanimously.*

XI. CLOSE-OF-YEAR PROCEDURAL CLEANUP

Board heard a motion to task the President with cleaning up the Procedures Manual by deleting all rescinded Procedures and reordering all the active Procedures in accordance with the table provided, by no later than April 25th; and to task the Chair with selecting a mandatory review date for all Procedures in the attached table for which a review date is not provided.

*Forstner and Lolas.*

Forstner outlined the purpose of the motion, intended to provide a logical administrative re-ordering of the active Board Procedures, and schedule reviews over a period of 20 months for those procedures which are past their review date. He expressed a desire to see this process repeat annually.

The Board noted that the applicable dates in the provided table would need to be adjusted to account for the Procedures that had been altered at the present meeting.

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

*Administrative Note: Pursuant to the adoption of this motion, Procedure 20 (Board Meetings) is now Procedure 2.*

XII. ADOPTION OF NEW BYLAWS

Board heard a motion to adopt the proposed amended bylaws from the March 29 2017 General Meeting as the Bylaws of the Corporation, subject to seven amendments circulated, and to make the new bylaws available to the full membership of the Corporation, while restricting amendments to the old bylaws remaining in effect to those amendments which would be effective immediately upon adoption.

*Forstner and Lolas.*
Forstner noted that the new bylaws would, pursuant to Section 129(2) and Section 130(2) of the Act, not take effect until after their ratification at the next General Meeting. The Board was provided with a brief outline of the seven proposed amendments.

The question was called, and the motion carried unanimously.

XIII. BOARD MEETINGS BYLAW AMENDMENT

Board raised from the table a motion by Forstner and Wray from the September 29, 2016 meeting, to amend Section VIII.E of the old bylaws and Article 7.5 of the new bylaws, as presented, with the proposed amendment to take effect immediately.

Forstner expressed his opinion that open board meetings ought to be an aspiration of the Corporation, but noted that the administrative burden imposed on individual directors is such that open meetings, despite strengthening accountability, would carry the potential to damage collective public faith in the organization. Forstner asserted that the Board would need to be better-supported in order to become truly strategic, and that a truly strategic Board would be ready to broadcast its non-confidential proceedings to the public.

At the request of the mover and the seconder, the motion was withdrawn.

XIV. GENERAL MEETING QUORUM BYLAW AMENDMENT

Board heard a motion to amend Section V.D of the old bylaws and Article 5.4 of the new bylaws, as presented, with the proposed amendment to take effect immediately.

Forstner and Tran.

Forstner presented his proposed amendment to the old and new bylaws, which would create a “floating quorum” for general meetings with greater than 100 but less than 200 voting members in attendance, through the use of electronic post hoc balloting on the final text of all motions. The intent of the proposed amendment is to resolve the problem of an untenable general meeting attendance requirement. Directors were referred to the presented report for further information.

Lolas provided the Board with feedback from legal counsel on the proposed amendment. Though there is nothing in the Corporations Act, 1990 which prohibits or allows online voting for General Meetings, the potential benefits may outweigh the prospective risks. Legal counsel also noted provisions in the Not-for-Profit Corporations Act, 2010 (not in force), which allow quorum to start, but not to sustain, a general meeting, and cited a case from Halifax where a Corporation required a set quorum for a meeting, but if quorum was lost or not achieved the meeting would adjourn to a later date, and resume with a lower quorum requirement.

Lolas and Forstner move to table the proposed amendment to the April 25, 2017 special meeting of the Board. Carried.
XV. 2017/2018 EXECUTIVE SALARY CPI INCREASE

Board heard a motion to approve an increase in salary for the Federation of Students Executive for Fiscal 2017, pursuant to the provisions of the Board Procedure on Executive Salaries, and in accordance with CPI of 1.43%.

Wray and Potter.

Wray noted that the proposed increase would amount to roughly $680 per Executive.

Directors discussed the relative merits and validity of increasing Executive salaries by inflation. One director noted that Feds’ executive salaries are significant compared to other student unions, and suggested that the purpose of the salary level was to offer a competitive salary compared to high-paying final-year coop jobs. It was identified that final-year coop salaries in Math and Engineering are higher than Feds Executive salaries. The increase of cost-of-living was also noted.

It was suggested that a comprehensive conversation regarding the rationalization for Executive salary increases would be well-suited to a long-term strategic discussion on the Feds fee.

The question was called, and the motion carried.

Noted Abstention: Forstner.

XVI. APPOINTMENT OF THE 2017/2018 BUDGET COMMITTEE

Board heard a motion to direct the Chair to solicit nominations for the Board and Council seats on the 2017/2018 Budget Committee, the appointment power for which was delegated to the Board by Students’ Council on April 2, 2017.

Wray and Lolas. Carried.

Board heard a motion to direct the Executive to advertise the at-large budget committee seat on leads.uwaterloo.ca, with applications to close prior to the next Board meeting.

Wray and Lolas.

Lolas requested that the motion be altered to strike the reference to leads.uwaterloo.ca, and to specify that the application deadline would be prior to the next regular meeting of the Board in May.

The Chair found Lolas’ request to be friendly, and deemed it adopted.

Directors asked and were provided with clarification regarding the timeline for Council’s budgets, and the feasibility of utilizing a budget committee appointed in May rather than prior to the fiscal year-end. Directors expressed a desire for greater student input in the budget process in future.
The final text of the motion read as follows:

**Resolved**, Board directs the Executive to advertise the at-large student position on the 2017/2018 Budget Committee, with applications closing prior to the next regular Board meeting.

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

XVII. OTHER BUSINESS

Forstner asked for a report explaining why an "annual report to the members" was not included on the General Meeting agenda, as per the Board’s instructions following its February regular meeting. Lolas apologized for the circumstance, noting that the weeks in lead-up to the General Meeting were extremely busy, and time could not be found to write the update in the window given. It was suggested that the annual report be prepared late in the Fall term, and that the Chair be more directly involved in the process.

ADJOURNMENT

Adjournment was moved at 17:44.

*Lolas and Forstner. Carried.*

Minutes approved after April 20th, 2017 in accordance with §II-3c of Board Procedure 2.

[MEETING ID: 2017-04-18; Regular]

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DATE: April 25th, 2017

Alexander J.D. Wray
Chair of the Board

DATE: April 25, 2017

Deanna C. Priori
Vice President, Internal
Secretary of the Corporation

DATE: April 25, 2017

Christos Lolas
President & Vice-Chair