Federation of Students  
BOARD OF DIRECTORS  
April 25, 2017, SLC 1106

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

Phone-In: Alexander Wray.

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

CALL TO ORDER

The irregular 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 on behalf of Vice President Internal Deanna Priori. The Chair verified that 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 16:07.

I. QUORUM BYLAW AMENDMENT

Board raised from the table a motion put forward by Forstner and Tran at the meeting of April 18 2017, to amend Article 5.4 of the Bylaws of the Corporation, and Section V.D of the old bylaws, with changes to the quorum requirements for General Meetings, effective immediately.

Forstner presented the revised copy of the amendment, highlighting major changes for the Board’s convenience. The amendment would create two incentives for greater general meeting attendance by students.

First, if a quorum of 200 was not achieved at the meeting, then the members assembled would be able to adjourn the meeting to a fixed time and place, and when the adjourned meeting began quorum would be reduced to the number of voting members in attendance. Forstner explained that such a change would convey that the right to have a minimum of 200 voting members make GM decisions is predicated on sufficient numbers of students being engaged enough to attend; though it was noted that the Board would still be required to advertise the adjourned meeting by at least the same means as the initial notice of the original meeting.

Second, the amendment would specify that quorum is needed only to start a General Meeting, not to sustain it throughout its agenda. Forstner noted that this amendment was based on an opinion from legal counsel, who had noted that “quorum only to start” was the default requirement in the new Not-for-Profit Corporations Act (not yet in force), and in the Canada Corporations Act. He further noted that “quorum to start” would create an incentive for engaged students to remain at the General Meeting for its entire duration, and would also make it difficult for special interest groups present at the meeting to manipulate the outcome of the meeting through the manipulation of quorum.
At the request of the mover and seconder, the draft amendment was altered in four places, as follows:

1. The phrase “and is still not present ninety (90) minutes after the meeting was scheduled to open,” was struck;
2. The phrase “the members present shall adjourn the meeting to” was adjusted to read “the members present may adjourn the meeting to”;
3. The clause reading: “Should the Board provide a means of remote participation for members, members signed in to participate via such a method shall be counted as attending in person” was struck; and
4. The phrase “not more than fifteen (15) business days later” was altered to read “not more than thirty (30) business days later”.

Forstner provided a brief rationale for the friendly changes, noting: cancellation of a scheduled meeting should occur in good faith when it is apparent quorum will not be achieved, calling of an adjourned meeting should be optional, remote participation should be referred to only once the Corporation has the technical capacity to offer it, and thirty business days is a much more achievable window than fifteen given the challenge of booking space.

Wray and Schwan move to amend the proposed bylaw amendment by replacing “shall be the number of voting members present at the meeting” with “shall be at least one hundred (100) voting members present”.

Wray presented his amendment, noting the importance of setting a reasonable threshold for expected quorum at any meeting, and setting the number such that student members would be required to attend in order for business to be conducted.

Forstner suggested changing “one hundred” to “fifty,” noting that an adjourned meeting would potentially occur on shorter notice than the original general meeting, and it might not be practical to expect a standard General Meeting turnout for one.

The Chair found the proposed subamendment to be friendly, and deemed it adopted.

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

Forstner expressed his support for the changes as amended, on the basis that the amendments would preserve the principles underlying a General Meeting while still allowing the Corporation to conduct its reasonable business. He further noted that the Board should ultimately explore meetings of delegates as a permanent substitute for General Meetings.

The final text of the amendment to the Bylaws of the Corporation read as follows:

(1) A quorum for the transaction of business at any a meeting of the members duly constituted in accordance with Article 5.2 of these by-laws shall consist of at least two hundred (200) voting members present in person or represented by proxy.
(2) If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed date not less than ten (10) and not more than thirty (30) business days later, with the location and time of the adjourned meeting to be determined by the Board of Directors.

(3) The adjourned meeting shall be constituted under the following conditions:
   
a. The Board shall advertise the date, time, and location of the adjourned meeting at least seven (7) business days in advance, by at least the same means as the initial notice described in Article 5.2.
   
b. A quorum for the transaction of business at the adjourned meeting shall be at least one hundred (100) voting members present, in person or represented by proxy.

(4) If a quorum is present at the opening of any meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

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

II. PROCEDURE REVIEW SCHEDULE

Forstner raised a point of order, noting that the motion on the agenda fell outside the scope of the purpose for which the regular meeting was constituted. It was further noted that the motion passed by Board on April 18 2017 gave Wray the full authority to determine the procedure review schedule, thus it was suggested he seek a Board endorsement at the May regular meeting instead.

The Chair found Forstner’s amendment to be well-taken, and thanked Wray for preparing the review schedule.

III. SLC RENOVATION FUNDING

Schwan updated the Board on the renovations in the SLC basement space formerly occupied by Imprint Publications. The space has been fully renovated and Feds staff have begun to move into the space. The goals for the space set by the Board in previous years appear to have been met, particularly goals involving accessibility and open-office staff collaboration. Schwan further noted that the space on the SLC second floor is in need of similar updates in order to fully overhaul the staff operating environment.

Board heard a motion to approve the use of $125,000 from the SLC Operating Budget, and $125,000 from the General Fund, for the purpose of renovating the office spaces in the second floor of the Student Life Centre, including rooms 2118-2130.

Schwan and Priori.

Directors expressed general support for the proposal, emphasizing the importance of having all the staff in one place in the SLC, and the need to occasionally update operating spaces to reflect modern needs and heighten productivity.
A director asked about the amortization schedule for the project, as well as its potential impact on the budget. Schwan noted that the $125,000 cost from the SLC Budget would be amortized over 10 years, while the portion from the General Fund would be amortized over different periods of time depending on the specific items being purchased, in accordance with standard accounting practices. Much of the amortization from previous projects is nearly complete, thus the funds for the project will be available.

The question was called, and the motion carried.

IV. CONFIDENTIAL SESSION

Having concluded all business on the regular agenda, it was moved that Board enter confidential session.

Forstner and Schwan. Carried.

Board enters confidential session at 16:29.

Minutes approved after April 20th, 2017 in accordance with §II-3c of Board Procedure 2. [MEETING ID: 2017-04-25; Regular]

Alexander J.D. Wray
Chair of the Board

DATE: 2017-04-26

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

DATE: April 27/17

Christós Lolas
President & Vice-Chair

DATE: April 28/17