Federation of Students’ Board of Directors’ Minutes

SLC 1106, University of Waterloo

Chair: President Wu  Secretary: Chairperson Velling

ATTENDANCE

The following members were present:

- Wu, Richard
- MacMillan, Kurt
- Richardson, Savannah
- Gerrits, Matthew
- Beauchemin, Michael†
- Sesink, Hannah
- Burdett, Suzanne
- Velling, Seneca*
- Plante, Connor*
- Siemons, Jacob*
- Patricia, Duong*†

* remote
† late

The following members were absent:

- Tran, Tomson*

* regrets

PRELIMINARIES

CALL TO ORDER

A quorum being present, President Wu called the meeting to order at 17:04.

MINUTES OF THE MEETING

Be it resolved that the Board approves the minutes of the meeting held on May 31st, 2018 and June 21st, 2018.

Vice President, Richardson and Director Sesink.

Vice President, Richardson expressed concern that she may not have heard people’s names correctly while she was recording minutes at the prior meeting on behalf of Secretary Tran.
Director Plante noted he read the minutes and to his recollection had no inconsistencies with what was said by those members over the phone.

Michael arrived.

Secretary’s Note: Video conferencing connection was lost; the President switched to teleconferencing instead.

Connection being re-established, Director Plante re-iterated that where his name occurred, the minutes were an accurate reflection of debate. Other Directors who had teleconferenced in the prior meetings agreed and spoke to the accuracy of the minutes.

Director Beauchemin noted some minor technical and editorial changes were required, but that if made he would support the approval of minutes. These changes were the following:

- May minutes: on page two (2), was 'undergoing our membership review' correct? Chairperson Velling noted this was correct and that we were undergoing review of membership in Ontario Undergraduate Student Alliance.
- May Minutes: on page five (5), typos 'Younghad' should be replaced with 'Duong had' to correct the proper legal name of the Director and the formatting.
- June minutes: page seven (7), 'Elected by their consistencies', the spelling of constituency is incorrect.

Chairperson Velling notified the Board these changes would be made with Secretary Tran.

Vice President, Gerrits requested use of the term “Speaker” in the header to be changed going forward to “Chair” to reflect the appropriate position. Vice President, Gerrits additionally requested clarification that the minutes note the GRT Memorandum was intended for the Chair of the Board, not for Board at large, but that Chairperson Velling said he would send it to Directors.

Motion carries unanimously.

Regular Session

Executive Reports

Vice President of Education (Gerrits)

Vice President, Gerrits informed the Board there was little of significance to report to Board. He explained that Vice President, Operations and Finance would likely address any GRT updates, as he has now taken over in this regard. The Vice President, Education is still assisting the Vice President, Operations and Finance with the GRT UPASS re-negotiation as needd.

Vice President, Gerrits has also begun discussions with Registrar’s Office for greater clarity and agreement between the Office and the Federation as to sending out information
and emails to our membership. He noted that as an independent organization Feds wants dependable access to contact our membership. Director Plante inquired if currently the Registrar has to approve any communications Feds wishes to have sent out and whether the hope is greater autonomy over our own communications in the long run. The Vice President, Education indicated that yes this was the case with respect to mass communications to undergraduate students via the Registrar’s Office. He also noted that the hope is to have an agreement and common understanding about what the organization’s relationship with the Registrar will look like. Vice President, Gerrits highlighted the Registrar’s concerns regarding undue over-messaging of students, as this is a matter their office has been attempting to reduce for some time now. He also stated the process is moving slowly for now as the University has many staff on vacation this time of year.

**Vice President of Student Life (Richardson)**

Vice President, Richardson has been working on increasing and assessing successes in campus engagement—this has been spearheaded by initial meetings with departments in Feds for provision of services and events support to on campus and satellite campus partners. She has also met with campus stakeholders to understand what they need in the way of support.

The Vice President, Student Life indicated she had visited the Pharmacy School at the Kitchener Campus to see how Feds could expand our student-run services and campus life support there. Vice President, Richardson also noted that the President would perform a similar visit on her behalf at the Architecture campus shortly.

Last but not least, the Vice President, Student Life informed the Board that she is conducting research on other student unions volunteer appreciation best practices. This research gathering has so far included but has not been limited to: what other student unions are doing event wise, recognition of volunteers, and how honoraria is awarded and administered.

**Vice President of Operations and Finance (MacMillan)**

The Vice President, Operations and Finance notified the Board he has taken the lead on the GRT negotiations and is steadily working toward amendments on the current agreement which he believes will rectify concerns of students ineligible to use the buses. Vice President, MacMillan believes the implementation of the amended agreement is unlikely for Fall, but that he hoped it may be prepared in time.

He further spoke to a planned promotional event "Faculty101 day" which was a huge hit for services and engaged/informed first year students about the Feds services.

Another program he is initiating, known as 'Fifth Quarter', will be started to help achieve long range goals in promoting school spirit and Warrior pride through support of the football team. A director inquired if the program and its events would be subsidized by student fees or whether it was independently paid for. The Vice President, Operations and Finance noted that on the contrary the events were expected to be a large revenue-generator. Vice President, MacMillan emphasized that each planned event is expected
to bring in substantial revenue with over 200 patrons per event.

**President (Wu)**

The President reported that quite a bit has occurred in the last month. He is advancing his goals for the year. In an effort to understand bystander engagement better for his action plan, he participated in the Upstander program at Western University to learn about by-stander intervention. The summit at Western was to share best practices so other student unions could learn what is successful. He is now working with the Stakeholder relations manager to do outreach to Dons and Rez to do better outreach on this topic for first years as well.

President Wu updated the Board that the General Meeting and Council Task Force has met twice thus far and had broken into working groups to address their tasks.

With respect to his action plan, the President apologized to the Board and requested extra time for his plan preparation. He informed the body that producing the plan is a lot of work and he is trying to ensure it is fleshed out well with measurable items before submission.

President Wu emphasized his recent efforts with the Committee for Student Mental Health (implementation committee for PAC-SMH). The committee has established subcommittees; one of which is looking to adopt the Okanagan Charter, a public health charter, which was discussed at length with the prior Council. The Committee is advocating to the University to adopt this Charter and to thereby establish a toolkit to address mental health, thus demonstrating their continued commitment to health and wellness concerns on campus.

**Business Arising from the Minutes**

**Bylaw Amendment pertaining to Council Directors**

*Be it resolved that* the Board approves for General Meeting ratification the bylaw amendment for 7.1(1b).

*Director Plante and Chairperson Velling.*

Director Plante explained this is a continuation of discussion on his presented technical amendment to provide by-law clarity in respect to Council Directors beginning in the 2019-2020 fiscal year. The amendment was for Article 7. Board of Directors, Section 2. Membership, Article 1, line b:

*Old Text:* 'Two (2) members of Students’ Council;'

*Proposed New Text:* 'Two (2) members elected as Councillors of Students’ Council;'

Chairperson Velling provided the Board with Council’s opinion on the change as requested. He noted in full disclosure that in his role as the Secretary to the Students’ Council he had prepared this statement. The prepared Council statement read as followed:
"The opinion and recommendation of the Students’ Council is that those members of Council that ought to be eligible to hold Council Director positions should be those elected\(^1\) Councillors.

"The assembly discussed this question in detail and expressed concern over the current potential for unelected and ex officio members to potentially serve on Board. Therefore, Council believes that no ex officio member of the body, voting or non-voting, should be eligible for the position of Council Director; including but not limited to commissionners, at-large committee chairs, or society presidents or their designee.

"It is noteworthy that representatives of AHSUM (Applied Health Science Faculty), EngSoc (Engineering Faculty), SciSoc (Science Faculty), ESS (Environment Faculty), and MathSoc (Mathematics Faculty) were present and supported the recommendation."

**Motion carries** unanimously, the bylaw is approved for General Meeting ratification\(^2\).

**BYLAW AMENDMENT PERTAINING TO FUTURE BYLAW AMENDMENTS**

**Be it resolved that** the Board approves for General Meeting ratification the bylaw amendment for Article 14: Amendments.

*Chairperson Velling and Director Plante.*

*Secretary’s Note:* the approved Article 14 as amended is attached to these minutes.

Chairperson Velling spoke to the motion and emphasized discussion with former Board members on the *ad hoc* Bylaw Rewrite committee from 2016/17 which had re-drafted the Bylaws to comply with the *Ontario Corporations Act, R.S.O 1990*. As context, the Chairperson explained that while the *Not-for-Profit Corporations Act* was passed by provincial legislature and given royal assent had not been put into force, therefore the organization would continue to be regulated by the *Corporations Act, R.S.O 1990* and the Bylaws needed to be re-drafted to be legally compliant. In the development of these bylaws in 2016/17, former Board and Council members negotiated a series of changes to how bylaws should be amended, the conditions for approved amendments to go into force, and ensuring the ratification process complied with the *Corporations Act, R.S.O 1990*. Chairperson Velling explained that this article pertaining to such amendment procedure was omitted in the final version for ratification at the Fall 2017 Annual General Meeting due to the inclusion of a motion on the GM and Council Reform Task Force. The omission was designed to be temporary and allow for implementation of changes recommended by the Task Force coming into affect this Fall 2018. At the recommendation of the former Chair, AJ Wray, Director Velling brought this item forward for approval.

After the floor opened for questions or commentary, President noted one inconsistency in the amendment proceedings. The statement “and ratified at a General Meeting of

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\(^1\)Elected Councillors in Council deliberation of this matter referred to any Councillors elected or acclaimed to their position pursuant Article 11: Elections and Referenda of the bylaws and Elections and Referenda Procedure of Council for Feds’ Council Elections.

\(^2\)Bylaw amendments must be approved by a $2/3^{rd}$ super-majority at the Board of Directors.
the Corporation” in clause one item one, 1(1), was missing. This was added by friendly amendment.

*Be it resolved that* section 1, clause 1, item 1 of the bylaw amendment "Article 14: Amendments" include “and ratified at a General Meeting of the Corporation”.

*President Wu and Chairperson Velling.*

**Adopted by** friendly amendment**.**

Chairperson Velling made it clear this mistake was a transcription error on his part and that since the Act is clear on the responsibilities of the General Meeting (or a Meeting of Delegates imbued with GM powers) to approve Bylaw amendments had this not been caught no harm would have come.

Vice President, Gerrits commented that he would like an additional clause included in section one (1) which would add an amendment for a notwithstanding clause for the regular conduct of amendments as a potential option in the event of gridlock in Council or Board:

*Be it resolved that* the following be added to section 1 of the bylaw amendment 'Article 14: Amendments':

“(4) Notwithstanding clause one (1), nothing shall prevent a Board from placing a bylaw amendment on the agenda for a General Meeting, not to take effect until after approval at a General Meeting.”

The Vice President, Education highlighted that while this is redundant and not necessarily important he was concerned that giving Council total veto powers over any the bylaws pertaining to Council presents risk. At times a General Meeting must be able to make changes to Council, especially as a democratic mechanism to appeal unpopular Councils. Chairperson Velling reminded the body that clause 1(3) of proposed amendment already allows appeal with a requirement to remove the amendment giving Council veto capability if need be. Vice President, Gerrits noted that clause 1(3) is a nuclear option, and should not be employed unless Board must substantially reorganize the organization; he emphasized he would prefer another method to provide some bylaws through a notwithstanding clause as nearly last resort for an intransigent Council, but without reducing Council’s bylaw authority. Chairperson Velling said he respectfully disagreed and that the representative body of students should have power to prevent immediate changes to that body from the General Meeting which could be hijacked by members bringing out a group of friends to sway debate.

Vice President, Richardson offered an alternative option whereby instead of Council’s effective veto power, this could be changed to standard consultation as with changes to bylaws pertaining to Student Fees and Officers.

Director Siemons spoke in opposition to the motion to reduce Council’s powers over bylaw amendments and understood this as a risk. He also expressed strong disapproval of the Vice President, Student Life’s suggestion for only requiring recommendation from the Council. Chairperson Velling said he would support Vice President, Gerrits’s notwithstanding clause proposal before entertaining reducing Council’s veto capacity for bylaws
changes unpopular with the student body. Vice President, Richardson withdrew her suggestion after deliberation.

Vice President, Gerrits sought to clarify the intent of the exemptions to standard amendment pathways. He inquired if the intention of these clauses were to prevent the Board making rash decisions in key areas or just to ensure an effective consultation process. Chairperson Velling responded that from his understanding from the former Chair, AJ Wray, and the principal writer of the changes, Director Emeritus Sacha Forstner, that this was primarily consultation but also the result of negotiations from a Council that feared reactionary/rash Boards which attempted to limit the scope of Council powers.

Chairperson Velling reminded the Board this was the product of substantial negotiations and there should be general trust for the process. Based on the fact that these bylaws as written had been vetted by legal counsel and were the result of negotiation process between prior Board and Council, Chairperson Velling refused to accept the amendment to the principle motion as friendly.

**Motion to Call the Question** on the amendment to the main motion.

*Vice President, Gerrits and Chairperson Velling.*

**Motion carries.**

Adopted by **unfriendly amendment**.

Discussion resumes on the principle motion, as amended.

Director Siemons inquires about waiting periods to allow for consideration of amendments made to presented bylaw amendments on the floor and whether this should trigger another "waiting period" as outlined in section one (1) clause two (2). Director Siemons noted this would allow Directors the opportunity to consider the implications of the amendment, prior to actually voting on the finalized bylaw change.

Vice President, Gerrits emphasized this change would require then that a motion to amend would require the now amended version of the change to go to another future General Meeting prior to being accepted. The Chair explained that the General Meeting has the absolute right to “accept, reject, or further amend” any bylaw amendments, provided such amendments to the principle motion are within the scope of that motion. Chairperson Velling further identified that such actions to amend the principle motion would be fully within the power of the General Meeting to make. He did not believe Board had the power to restrict the powers of the General Meeting under the Act and that if this bylaw were to be implemented it would be of **no effect** because it would contravene the *Corporations Act, R.S.O 1990* which takes precedence. Following this discussion, Vice President, Gerrits inquired if the GM has the right to constrain its own powers in the bylaws. Chairperson Velling replied that the Board cannot pass bylaws which it expects to enforce that would unreasonably restrict the GM’s powers under the Act.

Chairperson Velling sought to clarify the intention of Director Siemons’s suggestion as to whether this waiting period was for approval by the Board or ratification by the GM. Director Siemons clarified that while intended for both, as it was made clear Board could
not enforce the bylaw on the GM, discussion should be constrained to this waiting period for Board approval. Director Siemons notes he would like to add a requirement that amending the proposed bylaw amendment itself would require an additional waiting period to adoption by the Board and ratification at the GM. Vice President, Richardson expressed concerns that this might stall necessary bylaw amendments via amendment *ad infinitum*, that is continuous amendments to prevent any adoption. Director Siemons clarified that this would not occur unless Board was voting on the finalized amendment. This motion was only that if an amendment were to be accepted by the Board on the proposed bylaw amendment, the principle motion would need to have another "waiting period" for consideration. Director Duong expressed that discussion surrounding continuous amendment to kill proposals for bylaw amendments was moot because if that many changes needed to go into effect on the principle motion then likely the amendment needed substantial re-working. Director Duong emphasized support for the idea to ensure due diligence.

Chairperson Velling expressed concern that such a waiting period mandated in the bylaws would slow Board substantially and perhaps this could be solved in Board procedure, which itself can be suspended if necessary (unlike bylaws), instead of complicating bylaws. Chairperson Velling reminded the Board that some procedures can be prevented from being suspended outright. He offered to work with Jacob to develop such a procedure.

President Wu suggested a five (5) business day waiting period for amendments. President Wu then withdrew this comment given that it presented similar problems just on a shorter timescale.

Vice President, Richardson spoke in support of Chairperson Velling’s suggestion to implement this change in procedure rather than putting it into the bylaws.

Director Plante proposed a compromise in an attempt to satisfy both Director Siemons’ request of the waiting period and other director’s concerns over this waiting period being a burden on the Board’s ability to conduct business in a timely manner. He offered that another notwithstanding clause could be added in that would override the waiting period if there was unanimous consent from all directors to do so.

Director Siemons, recognizing Board concerns, failed to advance a motion for amendment and agreed to work with Chairperson Velling to implement this in procedure.

**Be it resolved that** the Board approves for General Meeting ratification the bylaw amendment for Article 14: Amendments, as amended.

**Motion carries** with 2/3rd super-majority, the bylaw is approved for General Meeting ratification.

**Metrics Used to Measure Member Engagement.**

Vice President, Gerrits looked into how the Federation tracks engagement and on-campus awareness. He noted that he will share the report summarizing the conclusions from this research with Directors electronically after the meeting.
The Vice President, Education noted that tracking metrics is typically done not for the purposes of knowing the data or having the data, rather by virtue of another operation or departmental action that resulted in the collection of data. He emphasized this was not a positive or negative statement, just a matter of fact. The Vice President, Education highlighted the three major veins of tracking within the Federation — advocacy, campus life, and governance. He noted that regrettably he had failed to discuss separately with the Communications Department.

In Advocacy, Vice President, Gerrits explained that the engagement is tracked by link clicks and material pick-up, staff student interactions, and student actions (e.g. signing a petition). That is, advocacy typically relies on metrics pertaining to how many students pick up a call to action. These are set within Marketing Action Plans. The analysis of these metrics after the fact then informs future advocacy working plans and allows reform of the process for the future regularly. The Vice President, Education expressed awareness there is more to do to engage and inform the community. He noted in his action plan he intends to develop a membership survey to further explore this.

In the Campus Life Department, the biggest engagement metric comes from ticket purchases and sales, but link clicks and social media does sometimes provide uptick in awareness or engagement. Additionally, surveys can generally provide some measurable engagement/awareness data for the Federation. For instance, cultural caravan is hosting a survey on what they enjoyed and how they became aware of it.

With respect to the Governance side of the organization, the primary metric is participation in the number of votes cast in referenda and elections, as well as the number of students who run for elected positions, though Vice President, Gerrits acknowledged clicks on links and surveys do factor in a bit. Similarly GM turn out, online viewership, and member submitted agenda items offer an window into the engagement, interest, and general awareness of our students. This data is typically useful in influencing the post-mortem discussion of successes and failures. This year Governance is performing more in person engagement with one-on-one talks with staff and personnel for elections.

Thus there are generally multiple modes of assessing engagement; while this was exploration was built around Board concerns about awareness of Council, this has emerged as a larger conversation worth having.

Chairperson Velling mentioned work by President Wu and himself on Council marketing with the marketing department that factored into use of this data going forward and improving awareness generally.

Director Duong asked how staff and the Executives use the data to inform and improve our processes and engagement/awareness. Vice President, Gerrits emphasized that data is collected for a purpose; in the advocacy, this data is used for debriefs, where metrics indicated success and where the organization should dedicate greater resources in the future. The Vice President, Student Life seconded this point and emphasized that the purpose is iterative self-improvement. President Wu also spoke in support of use of using data for future iterations in Governance metrics too.

Director Siemons asked about data collection of one-on-one interactions as was referenced with this year’s elections and when Board can expect it such data. Vice President, Gerrits indicated that was for the Feds Elections, so it can be expected to come in around that time.
GOVERNANCE ITEMS

**Be it resolved that** the Board approves amendments to Procedure 2 Board Meetings, as presented.

*Chairperson Velling and Vice President, Gerrits.*

*Secretary’s Note:* the approved amended procedure is attached to these minutes.

Chairperson Velling explains these changes were the result of discussions from himself and Director Plante. The changes were entirely bylaw compliance and editorial (spelling and grammar) in nature. Nothing substantive was changed. The motivation was to ensure our procedures were in compliance with the bylaws, which supersede them and whence they derive their authority.

Director Duong inquired about the holding of Special Meetings within exam periods with respect to ten (10) business days notice. Director Plante explained that this ten (10) day notice is a bylaw compliance issue as the bylaws specify this time. It was clarified by Vice President, Gerrits and Director Plante that the “day(s)” in procedure and bylaws referred to regular days and not business days unless indicated as "business days".

With no further debate the motion proceeded to a vote.

**Motion carries** unanimously.

GENERAL ORDERS

**Status of the Executive Compensation Review and Public Report**

Seneca informed the body that he reached out to the prior Chair, AJ Wray, because of the misunderstanding on publication of a written report. Some prior Directors and Executive were under the impression he was drafting a formal report on Executive Compensation (a written report accompanied by an analysis). Chairperson Velling explained that Mr. Wray was under the impression he was to provide a verbal report at the General Meeting, with the numerical analysis as a physical piece. He understood that a Feds News & Updates presser was to go out indicating the results of the review and next steps in executive compensation analysis. The Chair emphasized that clearly this miscommunication presents a dilemma because no report is written and Chairperson Velling would not feel comfortable picking up Mr. Wray’s report for publication.

Vice President, Gerrits provided some clarity that Mr. Wray did not feel comfortable conducting an in-depth analysis of this sort, but only did the basic review to see if executive compensation matched similar not-for-profit organizational standards across the field.

Director Plante inquired as to whether the work from Mr. Wray is professional enough to represent an executive compensation review for the membership. Vice President, Gerrits thought this review was meant to be an internal guide post, for Board use not
public consumption. Board expressed consensus that no publication would be made without more formal investigation.

**NOTICE: APPROPRIATION OF FUNDING FOR STRENGTHENING TELECOMMUNICATION**

Chairperson Velling explained that the Students’ Council has passed the following motion recommending action by the Board and requesting the Board appropriate funding for improved telecommunication hardware (AV equipment) and software pending an executive cost assessment of options by the Vice President, Operations and Finance. Council spoke about the desire for microphones for those meeting in rooms, and better telecommunication software for calling into meetings of council, board, and committees…

**Motion referred from Students’ Council:**

Whereas the current council teleconferencing setup is cumbersome and creates difficulty for off-site councilors to speak and be heard in the meeting room by other councilors;

Whereas this problem especially poses an issue for council members that are currently on a co-op term away from the University;

Be it resolved that Council tasks the Vice President, Operations and Finance to perform a cost-assessment for new and alternative software and hardware options for means of telecom meetings for those calling in;

Be it further resolved that Council recommends that the Board review financial opportunities related to teleconferencing;

Be it further resolved that the Board of Directors appropriate funding in the 2018 FY Budget for capital investment for teleconferencing and will approve the use such funding pending executive/staff cost assessment of hardware and software options.

**Motion carries unanimously.**

Chairperson Velling noted that Vice President, MacMillan is working on the cost assessment and that Vice President, MacMillan and President Wu have had initial conversations with Pratik Patel, the Feds IT Manager, about addressing the telecommunication concerns from Directors and Councillors. President Wu indicated he had updated Mr. Patel and was discussing the matter in advance of the Board Meeting.

**Ratification of Executive Action Plans**

Be it resolved that the Board ratifies Executive Board approval of the Executive Action Plans:

- Presidential Action Plan
- Education Action Plan
- Student Life Action Plan
- Operations & Finance Action Plan
President Wu and Chairperson Velling.
Director Plante notifies the Board he would like the question divided into parts due to his conflict of interest in the Education portfolio as one of the Commissioners for the Vice President, Education.

Motion to divide the question
Director Plante and Vice President, Gerrits.

Motion carries unanimously; the question is now divided into parts. Voting shall occur on each item independently.

Discussion proceeded to the first item, Presidential Action Plan; Chairperson Velling notified the Board no such plan was submitted for the agenda.

President Wu spoke to the fact that his plan was not finished. He indicated he is working on finishing it, however requires more time to develop his thoughts. Director Plante brought up that the Action Plans, per procedure, must be brought forth to Board after approval by the Executive Board, which is to occur by the 30th of June each year. He noted he was disappointed that Board was not informed of the failure to approve the plan and of the general failure to produce a plan. Director Plante emphasized that in the future, on other items, that Executive need to be more proactive on communicating to Directors that they are too busy or too new to their role and require more time to produce what is being demanded by procedure or asked of them by Board. Director Plante added that at the previous two meetings, he had heard plan development was going fine, but that now the Board learns things are not going well. He emphasized that Board procedures are serious matters, and require a 2/3rd super-majority vote to suspend; if procedures were failing in the future Board needed to be proactive to address these failings. Director Plante continued that if executives or directors think the procedure is unreasonable then that ought to be a discussion but that keeping Board blind to these problems was not conducive.

President Wu agreed and noted this critique was fair. The President said that when he first started putting thoughts on paper he could not write down what he intended, that his points were too general. He has since re-drafted the plan. President Wu asked Chairperson Velling to take over for this discussion.

Chairperson Velling expressed his thoughts on Richard’s draft plan and noted he understood director’s concerns but that when procedure breaks down we need to be less focused on being punitive to the executive and more focused on aiding them in accomplishing their functions and supporting them. Chairperson Velling explained that the President Wu’s draft plan was thorough with details and measurable outcomes. He noted that the plan included a letter to students explaining the intention of all the Executive plans. The Chair encouraged the Board to empathize with the President, that jumping into a new role without the prior experience of Board, Council, or part-time service to the student union was a difficult task. He noted that the Board need to be flexible enough to recognize strategic shortcomings as an organization and compassionate enough to foster improvement of executives rather than be penalty/compliance focused. That being said, the Chair made it clear that procedures must be complied with and communication
going forward is paramount; Chairperson Velling was explicit in noting that if procedure continued to be ignored after repeated attempts to support individuals violating it then the conversation would change from "how to support" to "what is the appropriate ramification of failure to comply".

After further discussion beyond the scope of the President’s Action Plan progress, it became clear that multiple executives had struggled to submit items by procedural deadlines and were missing aspects of their plans required by procedure. Director Duong asked about multiple executives struggling to meet deadlines, especially members at large without prior experience. She wished to know what Board can do to fix this for the future? The Chair spoke to this and offered thoughts on flex deadlines and how Action Plans should be treated as the final step of the transition process.

**Motion to suspend the rules** to allow the President to deliver his plan at the next regular Board meeting.

*Chairperson Velling and Director Beauchemin.*

Some debate regarding other procedural violations came up, but was considered out of scope and deferred until after this motion.

**Motion carries unanimously.**

The Chair adopted a privileged motion:

**Motion to lay on the table** to discuss general Action Plan procedural compliance.

**ACTION PLAN PROCEDURES**

The question was asked if these Action Plans should be received or ratified by the Board. Vice President, Gerrits expressed that in the procedures it says clearly the plans are to be approved by Executive Board and that this action could set a precedent. Chairperson Velling said that prior minutes had used ratification of approved plans or reception depending on the year. The Chair further emphasized that in light of this being a procedural matter, the power to ratify or approve is truly a Board power, but one which was deferred to Executive Board via the procedure. Chairperson Velling said that since Executive Board had approved the plans, he recommended ratification from a governance and precedence stand point.

Vice President, Gerrits notified Chairperson Velling that he was incorrect in assuming the plans had been approved by Executive Board. Vice President, Richardson indicated that for her plan she had sought to get Board input prior to having Executive Board approve the plan and hence it had not been approved. Other executives indicated the same.

Chairperson Velling asked why procedure went out the window here for all of Executive Board. Director Plante noted that every report was in noncompliance and that is unacceptable. Directors emphasized that the Act provides for mandatory compliance with the bylaws, and the bylaws in turn require compliance with Board resolutions and procedure. Compliance is not optional. Chairperson Velling again noted the conversation needs to be focused on how to facilitate improvement, not how to force ownership/responsibility for mistakes. The Chair encouraged the Board to recognize that this
procedure was clearly failing for all executives, and thus reflected equally poorly on the procedural requirements set by Board. Chairperson Velling suggested this be revisited and the procedure be re-drafted but that in the interim Board suspend the procedure entirely for all Executives and have the Board of Directors approve the Plans at the next regular meeting in lieu of the Executive Board.

**Motion to suspend the rules** and allow the Board to approve Executive Action Plans at the next regular meeting and delay publication of the plans until ten (10) days following the next regular meeting.

*Chairperson Velling and Director Sesink.*

Director Plante motions to divide the question to allow his abstention on the Vice President, Education item.

**Motion to divide the question**

*Director Plante and Vice President, Gerrits.*

**Motion carries**

**Motion to suspend the rules** and allow the Board to approve the Vice President, Education Action Plan at the next regular meeting and delay publication of the plans until ten (10) days following the next regular meeting.

**Motion carries** with Director Plante abstaining.

**Motion to suspend the rules** and allow the Board to approve the Vice President, Student Life Action Plan at the next regular meeting and delay publication of the plans until ten (10) days following the next regular meeting.

**Motion carries** unanimously.

**Motion to suspend the rules** and allow the Board to approve the Vice President, Operations and Finance Action Plan at the next regular meeting and delay publication of the plans until ten (10) days following the next regular meeting.

**Motion carries** with Chairperson Velling abstaining.

*Secretary’s Note:* the President’s Action plan was already motioned to be sent to Board for approval at the subsequent regular meeting.

**EXECUTIVE ACTION PLAN FEEDBACK**

Discussion resumed for feedback on the Executive Action Plans.

- Vice President, Education —Vice President, Gerrits walked the Board through his plan. He spoke in support of *Courier New* font choice. The Vice President, Education joked that he enjoys planning and making things measurable, so this new format was an idea to give a better overview on the deliverables of the entire department. The preparation of the plan was intense and required substantial amounts of

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³*Secretary’s Note:* Director Plante is the Co-operative Education Affairs Commissioner for the Vice President, Education portfolio.

⁴*Secretary’s Note:* Chairperson Velling is a director-member of the Budget & Appropriations Committee which is featured in Vice President, MacMillan’s Action Plan.
time, Vice President, Gerrits stated. He emphasized part of the ease with his plan development was that the goals were relatively document heavy.

- Director Beauchemin expressed support for how well the plan was drafted, but had goal related questions. Director Beauchemin asked about the third Goal, noting that it seemed to be a moonshot. The Director asked what the Vice President, Education can do to ensure it carries over for Fall 19 implementation as the Vice President will be gone. Vice President, Gerrits responded that he was embedding these tasks with the stakeholder relations manager. There is a lot overlapped with an employee’s strategy plan and his view for the department. Hopefully it can be housed within Stakeholder relations to outlast the Executives, though Vice President, Gerrits acknowledged the year-to-year concern with the goal.

- Director Beauchemin followed up with questions on Goal 22; if Vice President, Gerrits had any idea of the format he wanted to take with the transition document. Director Beauchemin thought that this should be a regular goal instead of a stretch goal, given the importance of a good transition, and the benefit of having a document with so much information (present and historical) to draw on is immense. Vice President, Gerrits expressed that he was planning to do transition no matter what, though the question is whether such a document would be carried forward or not. The Vice President, Education hoped something like this would allow continuity instead of year by year changing these transition documents.

- With respect to Goal 25, Municipal Budget Submission, the goal generally is sparse on details noted Director Beauchemin, and asked the Vice President, Education if he could explain further. Vice President, Gerrits explained this goal came out of discussion with Vice President Emeritus, Andrew Clubine, as he was leaving. Mr. Clubine was a bit of a municipal affairs aficionado. The City of Waterloo’s municipal budget is not set annually; they have a 1-year temporary budget and a 3-year budget cycle, explained Vice President, Gerrits. We should be part of that and have Feds lobby the city to spend on or support. This is a prime time to consider that and it’s why it’s there. This is why it is a stretch goal, it may not be achievable with staffing and other demands on the time-line that exists.

- With respect to Goal 26, Directors expressed that there should be some kind of consultation with students (via Students’ Council) before implementing policies and ideas from other schools. Particularly, we must as an organization consider the differences in environment/atmosphere. The Vice President, Education stated the point was well noted, and thanked the Board.

- Regarding the Syllabus Repository Initiative, Director Beauchemin and Director Duong spoke of the Engineering Society Syllabus bank. The Vice President, Education explained we are looking into this and how to implement it.

- Chairperson Velling noted this format for Action Plans should be adopted going forward for future plan preparation, but should not be compared to other Executives as it was experimental and other plans followed standard format.
• Vice President, Student Life —said she looked forward to Board questions.
  
  – Director Beauchemin inquired about the second goal. Director Beauchemin expressed that the Vice President, Student Life should be careful that the Society Relations Commissioner does not step on the toes of the Faculty Societies when engaging more with the Societies. Director Beauchemin also notes he doesn’t see how the Vice President, Student Life intends to attain this plan and would like to see measurable goals pertaining to this item. Vice President, Richardson noted she came up with some measurables, including but not limited to: going to satellite campuses and engaging with students to learn about issues one-on-one; for extension of services to satellite campuses we measure success from discussion; anecdotal and collaborative metrics (like number of collaborations, events engagement and participation, joint event sponsorship by societies, feds, satellite campuses).

  – Director Sesink inquires about what these measurables really look like and what the end goal is and what that goal should look like. Vice President, Richardson notes that the Campus Life departmental will be looking at how students feel and do interviews and discussion with students about this.

  – Director Plante asked about the Vice President, Student Life’s exploring ideas about accessible coordinator and exec training. The Director expressed that this goal is great! He asked however if this meant currently we are failing to provide accessible coordinator and exec training. The Board asked for clarification that from a legal compliance perspective our training is in compliance with the Accessibility for Ontarians with Disabilities Act, S.O. 2005 (AODA). Vice President, Richardson explained that when she referred to accessibility with respect to documentation and information opportunities in training that was not referring to legal compliance with accessibility law, but rather that we have the opportunity to increase ease-of-access for co-op and training via telecommunication. She agreed that her language might be worth changing because AODA is the go to for accessibility. Director Plante suggested perhaps “Ease of Access” instead.

  – Director Siemons noted that most goals link back to long range plan, save for the first goal. He inquired if this was because of the lack of a link or rather if it was just not noted. Vice President, Richardson noted the link existed, but that she will add a portion explaining the services relevancy piece of this in the context of the long range plan.

• Vice President, Operations and Finance —Vice President, MacMillan noted he had accidentally failed to include his rationale and would be adding this to his plan shortly. The Vice President, Operations and Finance intended to increase the relevancy of products for students and has other goals as listed. He explained his offerings in the access to Bombshelter pub would allow more events engagement with student groups. He also noted he intends to reform the GRT UPASS agreement to expand to a broader student base because it is currently limited to full time students and some other cases, as discussed in the GRT UPASS Memo sent out by Vice President, Education. Finally, Vice President, MacMillan intends to improve
the budget processes in the student union and increase budgetary accountability as indicated in the long range plan.

– Director Beauchemin asked about the goals aimed at meeting students’ needs with food, drink, and accessibility needing to be more specific. He further inquired about the emphasis on international food options in INEWS and the Bomber Pub compared to the UW Food Services locations. Director Beauchemin was curious if demand existed. Vice President, MacMillan noted that there are international options in residences and the SLC, but that having formerly working at Bomber full time, the menu turns over a lot to keep up with demand and so opening to international menu options was a natural opportunity. He noted the high international student population on campus influenced decisions to increase international food options. Generally, the Vice President, Operations and Finance noted that as an organization the Federation should keep options that appeal to all members. Vice President, MacMillan noted that this was a data informed process.

– Director Plante asks how this data was collected. Vice President, MacMillan indicated a survey with UW Food Services and server-questionnaires had been conducted.

– Director Plante expressed thanks for the inclusion of rationale and confirmed it would be added into the plan. He further asked about point 1(b) and how the funding of the football team relations would work. Would Feds be paying for this out of student fees? Vice President, MacMillan clarified this would be money going into the operations, but that it would only be the cost of catering. Chairperson Velling clarified if this will be on the student dollar. The Vice President, Operations and Finance noted it would not be funded by undergraduate student fees.

– Director Duong inquired about the phasing out of plastics and straws as is being done by UW Food Services in an effort to be more sustainable. Vice President, MacMillan has noted that yes, commercial services has begun replacing plastic straws. Director Sesink asked to know if the Bomber was getting rid of straws completely because of accessibility legal requirements. Vice President, MacMillan clarified they were being replaced with compostable alternatives.

**Board Annual Action Plans and Goals**

**Be it resolved that** the Board of Directors tables the Annual Board Action Plan and Board Priorities for a special meeting to be determined by the Chair and President. *Chairperson Velling and Director Plante.*

President Wu informed Board he would put together a scheduling poll to find the best day. Chairperson Velling notified the Board that calling Special Meetings required at least 72-hours notice.

**Motion carries** unanimously, the agenda item is now Tabled.
**Motion for Online GM Proxy Submission**

**Be it resolved that** the Board approves for General Meeting ratification the bylaw amendment pertaining to online proxy submission referred by the Task Force on General Meeting Engagement and Council as a Meeting of Delegates.

*President Wu and Chairperson Velling.*

President Wu deferred to Chairperson Velling to introduce this on behalf of the the Task Force. Chairperson Velling indicated that this change was a minor edit to Article 5: General Meetings, Section 5. Voting of Members, Clause (2), paragraph (a) & (c), to allow electronic submission of agenda items.

The bylaw amendment would result in the following which would open proxy submission to electronic submission:

(2) A voting member may appoint any individual to vote by proxy on their behalf, in accordance with Section 84 of the Act, subject to the following conditions:

a) Proxies shall be executed *in writing or electronically*, and shall contain the signatures *or the electronic equivalents* and the student’s identification number, if applicable, of the proxy holder, as well as any restrictions placed upon the proxy holder;

...  
c) Proxies to be used at a General Meeting may either be deposited at the Head Office of the Corporation *in writing or submitted electronically* no fewer than twenty-four (24) hours prior to the start of the meeting, or at the end of the last business day prior to the day on which the meeting is to take place, whichever is first;

Director Duong asked if this is being implemented with Feds IT was underway or being discussed. President Wu and Vice President, MacMillan indicated these conversations are happening with the manager of the IT department.

**Motion carries** unanimously.

**Financial Resources for Directors**

**Be it resolved that** the Board adopt the resolution on Financial Resources for Directors:

Whereas Feds by-laws stipulate that the Board of Directors is expressly empowered to ‘review the finances of the corporation’ and that currently, financial updates are not given other than the annual audit and budgets,

Whereas this leaves many directors, especially those without a background in finance, without the proper knowledge and resources to make informed decisions on reviewing the finances or budgeting,
Whereas more frequent financial updates from the VPOF and/or the Commercial Operations Manager would Vice President, Operations and Finance remedy the previous statement,

Whereas Directors have expressed the need to be more informed of the finances of the corporation in order to properly carry out their duties, and

Whereas intimate knowledge of the up-to-date finances is required when approaching financial decision-making.

Therefore,

Be it resolved that the Vice President, Operations and Finance, or a designee thereof, be mandated to present a formal report on the overall finances and financial performance of the Federation to the Board of Directors on a termly basis and an informal mid-term update report on a termly basis;

Be it further resolved that an end of year fiscal report shall also be presented at the first meeting of the incoming Board of Directors;

Be it further resolved that such reports shall include, but not be limited to, the following:

1. Updates on the overall financial performance of the Federation including, but not limited to, Commercial Services, the Health and Dental Plan, General Office, Marketing and IT with respect to at least one previous year,
2. Highlights of outliers, causes for concern, or atypical expenditures and revenues and recommended courses of actions to address these,
3. Current progress and next steps with respect to goals related to finances including long term planning, capital investments and Commercial Services, and
4. A single-page year-to-date budget summary update;

Be it further resolved that such a report shall not be held private.

Director Beauchemin and Director Plante.

Director Beauchemin and Director Plante explained that the purposes of the motion is to get better information on finances for directors. This would provide regular updates on the finances of the Federation to the Board of Directors. Director Plante refers to the presentation from the Federation’s legal counsel last meeting and the stress on financial decisions and the importance of information to inform the voting and improve understanding and resources to make prudent financial decisions.

Chairperson Velling noted this is resolution is bylaws and policy compliant. Additionally, the Chairperson noted that the resolution supports existing requirements in procedure but just adjusts what ought to be included in such reports.

Vice President, MacMillan asks about why the motion includes holding of information to public account. Director Beauchemin expresses information on our businesses should be made public for true transparency and accountability.

Be it resolved that the last "be it further resolved that" clause detailing public disclosure shall be struck.

Director Beauchemin and Director Plante.
Adopted by friendly amendment

Vice President, Richardson expressed concern that the clause “Be it further resolved that an end-of-year fiscal report shall also be presented at the first meeting of the incoming Board of Directors” might not include a complete assessment because Actuals are not always ready immediately at end of the fiscal year.

Be it resolved that "end-of-year" be struck and "year-to-date'.
Vice President, Richardson and Vice President, MacMillan.

General Manager Burdett clarifies that accounting does not always occur year-to-date but rather in typical accounting periods such as months, quarters, and years. So this would be acceptable provided there is general understanding this is year-to-date within the nearest accounting period, such as the most recent month’s worth of data.

Adopted by friendly amendment

Discussion returned to the principle motion, as amended:

Be it resolved that that the Vice President, Operations and Finance, or a designee thereof, be mandated to present a formal report on the overall finances and financial performance of the Federation to the Board of Directors on a termly basis and an informal mid-term update report on a termly basis;

Be it further resolved that a year-to-date fiscal report shall also be presented at the first meeting of the incoming Board of Directors;

Be it further resolved that such reports shall include, but not be limited to, the following:

• Updates on the overall financial performance of the Federation including, but not limited to, Commercial Services, the Health and Dental Plan, General Office, Marketing and IT with respect to at least one previous year,
• Highlights of outliers, causes for concern, or atypical expenditures and revenues and recommended courses of actions to address these,
• Current progress and next steps with respect to goals related to finances including long term planning, capital investments and Commercial Services, and
• A single-page year-to-date budget summary update;

Motion carries unanimously, the resolution is adopted.

COMMUNICATION OF FEDS FEE CHANGES TO MEMBERSHIP

As a preamble to the discussion the following information was referenced. Preamble:
The following motion passed the 2018 Winter GM:

'Voting on main motion: BIRT the General Meeting ratifies the 2018-2019 first-year Orientation fee increase by $1.71 to cover all current budget expenses under Feds’ Orientation department budget and defer to [the] Board of Directors to make appropriate decrease for the Feds fee (sic.)'
Moved to a vote.
Motion passes.
Secretary’s Note: this information was quoted from the Winter 2018 General Meeting Minutes.

The Vice President, Operations and Finance introduced this agenda item and informed the Board that Director Plante brought this up with him a few weeks ago inquiring as to why a fee change had not been observed or communicated.

To provide context, the Orientation line worth \( \approx \$12,000 \) was shifted to its own budget and the General Meeting voted to reduce the fee for students by this amount (adjusted per capita) for the future. However, that same General Meeting approved an increase in the Feds fee for the new racialized student service. This new service increased the fee by roughly the same amount as this decrease reduced the fee cost, so the reduction could be considered in some manner more of a service offset, explained Vice President, MacMillan. In addition, the GM approved other increases as well which led to a total increase in the Feds fee.

Director Plante noted that his point is that this makes sense for balancing of fee increase and reduction, and when verified against the UW Board of Governors (BoG) attachments, this is clearly reflected. That being said, Director Plante emphasized that this was a GM motion and there seems to be a general lack of communication. Some Directors felt that Director Plante should not have had to ask about this information to find out and agreed proper communication was lacking. The prior Board’s minutes did not reflect anything had occurred about this. As this was passed at a GM this ought to be communicated to students. If the organization does not let people know what happened, the membership often jump to conclusions that what was supposed to happen did not occur. Communicating follow through on action items demonstrates commitment to the membership and builds trust. Director Plante brought attention to the fact that while he might have verified the numbers with the BoG agenda, other undergraduates would likely not, they would simply assume nothing came of this. Another Director noted that from an optics perspective students should have a right to know what occurred. Director Plante agreed and noted it would likely be positive for the Federation because the average student will be happy to know the decrease occurred — or rather it offset an increase. Additionally, the Board generally concurred with the sentiment that it was poor form that this change was not documented in previous Board’s minutes and made public to students.

Vice President, Gerrits spoke from a governance perspective, explaining that because Feds are not in the habit of putting this information out about fee changes generally there’s little need. He agreed that the organization needed to tackle this communication and accountability gap in the future. The Vice President, Education recalled that in terms of the prior Board, which he had served on as a Director, not recording this in it’s minutes, this is because Board did not need to discuss the matter so long as the GM decided it and the required changes were sent to the appropriate actors on Board’s behalf (viz. UW Board of Governors). Vice President, Gerrits offered that this could end up being the website or that perhaps instead noted at the next GM.

Vice President, MacMillan expressed that doing a press release or mass emails can be
difficult, and that as an organization Feds need to go through the correct channels. The opinion of the Vice President, Operations and Finance was that getting this approved by the Registrar is a waste of organizational staffing time and resources for little gain. In requesting this be set, the Vice President, Education would lose a bargaining chip with the Registrar on negotiation for future mass email and notice communication arrangements just to inform the membership that their fee has only been offset or in total increased.

Chairperson Velling mentioned that it might be worthwhile to use the Feds News & Updates website section. The Chairperson also called attention to precedent of increases being communicated by the former President, Antonio Brieva, via the same News page of the website to address concerns raised by Vice President, Gerrits.

Vice President, Gerrits acknowledged the precedent, but stated that how this communication should occur should be discussed out of chambers. To clarify the scope of the discussion, Director Plante noted that he brought this to Board to see what people thought about communicating it generally. Chairperson Velling proposed the President, Vice President, Operations and Finance and Director Plante work to draft a statement to the membership though a medium they determine if such action is amendable to board. The Board supported communication and tasked Director Plante Vice President, MacMillan and President Wu to discuss how this shall occur outside of chambers.

OTHER BUSINESS

No Other Business was presented.

With no Other Business, the body recessed for 10 minutes.

Be it resolved that Board recess for ten (10) minutes to reconvene for confidential session. 
President Wu and Chairperson Velling. 
With no objection the Chair adopted a privileged motion and the body was recessed for ten (10) minutes.

Confidential Session

Reconvened by Richard at 19:54.

Be it resolved that Board enters Confidential Session. 
Vice President, Gerrits and Vice President, Richardson. 

Motion carries unanimously.

Deliberation of confidential session is not included in the public record.

Be it resolved that Board concludes of confidential session 
Chairperson Velling and President Wu. 

Motion carries unanimously.
Regular Session

Other Business

Chairperson Velling followed up on the legal service survey which was conducted last term and whether Board needed to prepare for action going forward, like a Request for Proposal for competitive bids or seeking brokerage via StudentCare or a similar entity. President Wu replied that he is following up and prepare information for the Board on this.

Be it resolved that the Chair adjourns the meeting at 21:57
Vice President, Gerrits and Vice President, Richardson.

Motion carries unanimously
Board of Directors Regular Meeting

Regular Session:
Approval of Meetings

MOTION: **Be it resolved that** the Board approves the minutes of the meeting held on May 31st, 2018 (20180531_Public.pdf) and June 21st, 2018 (20180621_Public.pdf).

Executive Updates

FOR INFORMATION: **Be it resolved that** the Board receives the following verbal reports:

Vice President Education (Gerrits)
Vice President Student Life (Richardson)
Vice President Operations & Finance (MacMillan)
President (Wu)

Business Arising from the Minutes

MOTION: **Be it resolved that** the Board approves for General Meeting ratification the bylaw amendment for 7.1(1b). — Connor Plante

MOTION: **Be it resolved that** the Board approves for General Meeting ratification the bylaw amendment for Article 14: Amendments. — Seneca Velling

FOR INFORMATION: Metrics used to measure engagement. — Matthew Gerrits

Governance Items

MOTION: **Be it resolved that** the Board approves amendments to Procedure 2 Board Meetings (Proposed Changes to Procedure 2.pdf). — Seneca Velling

General Orders

FOR INFORMATION: Status of the Executive Compensation Review and public report. — Seneca Velling

FOR INFORMATION: Appropriation of funding for strengthening telecommunication (Council referred item) — Seneca Velling

MOTION: **Be it resolved that** the Board ratifies Executive Board approval of the Executive Action Plans. — Richard Wu

- Student Life Action Plan (VPSL Action Plan - July 15.pdf)

FOR DISCUSSION: Annual Board Action Plan and Board Priorities. — Seneca Velling

MOTION: **Be it resolved that** the Board approves for General Meeting ratification the bylaw amendment pertaining to online proxy submission referred by the Task Force on General Meeting Engagement and Council as a Meeting of Delegates. — Richard Wu & Seneca Velling

MOTION: **Be it resolved that** the Board adopt the resolution on Financial Resources for Directors. — Michael Beauchemin & Connor Plante

DISCUSSION: Fee Decrease arising out of Winter GM and Communication to Students. — Connor Plante
Proposed Federation of Students By-law Amendment

**Spirit:** A technical amendment to provide by-law clarity in respective to Council Directors beginning in the 2019-2020 fiscal year.

**Amending:** 7.1(1 b): Article 7. Board of Directors, Section 2. Membership, Article 1, line b

**Old Text:** Two (2) members of Students’ Council; and,

**Proposed New Text:** Two (2) members elected as Councillors of Students’ Council; and,

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**Council Secretary’s Note:** The opinion and recommendation of the Students’ Council is that those members of Council that ought to be eligible to hold Council Director positions should be those elected\(^1\) Councillors.

The assembly discussed this question in detail and expressed concern over the current potential for unelected and ex officio members to potentially serve on Board. Therefore, Council believes that no *ex officio* member of the body, voting or non-voting, should be eligible for the position of Council Director; including but not limited to commissioners, at-large committee chairs, or society presidents or their designee.

It is noteworthy that representatives of AHSUM (Applied Health Science Faculty), EngSoc (Engineering Faculty), SciSoc (Science Faculty), ESS (Environment Faculty), and MathSoc (Mathematics Faculty) were present and supported the recommendation.

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\(^1\) Elected Councillors in Council deliberation of this matter referred to any Councillors elected or acclaimed to their position pursuant Article 11: Elections and Referenda of the bylaws and Elections and Referenda Procedure of Council for Feds’ Council Elections.
ARTICLE FOURTEEN: AMENDMENTS

Section 1. Approval of Changes

(1) Any part of these bylaws may be amended from time to time by a two-thirds (2/3) vote of the Board of Directors, and shall take effect immediately or on a date set by the Board, with the following exceptions:
   1. Amendments to Article 4: Dues, and Article 9: Officers, will only take effect following approval by a two-thirds (2/3) vote of the Board, with Students’ Council having been given an opportunity to provide recommendations on the proposed amendments, and ratified at a General Meeting of the Corporation;
   2. Amendments to Article 8: Students’ Council and Article 11: Elections and Referenda, will only take effect once approved by a two-thirds (2/3) vote of the Board and a majority vote of Students’ Council, and ratified at a General Meeting of the Corporation; and,
   3. Amendments to Article 3: Membership, Article 5: General Meetings, Article 13: Membership in External Political Organizations, and Article 14: Amendments, may only take effect once approved by a two-thirds (2/3) vote of the Board and ratified at a General Meeting of the Corporation.

(2) The Board shall receive the exact text of any proposed bylaw amendment no less than ten (10) business days prior to the meeting at which it is to be voted upon, and the General Meeting at which it is to be ratified by the membership.

(3) Subject to the above provisions, the Board is empowered to determine the appropriate procedure(s) for all bylaw amendments.

(4) Notwithstanding clause one (1), nothing shall prevent a Board from placing a bylaw amendment on the agenda for a general meeting, not to take effect until after approval at a general meeting.

Section 2. Ratification

(1) In accordance with Section 129(2) of the Act, all amendments to these bylaws, including the repeal or re-enactment of any part thereof, shall require confirmation at the next General Meeting of the Corporation, or in default of confirmation thereat, shall cease to have effect at and from that time. No new bylaws of the same or like substance shall have effect until confirmed at a General Meeting.

(2) In accordance with Section 129(3) of the Act, the members may at the General Meeting confirm, reject, amend or otherwise deal with any bylaw passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under such bylaw shall be prejudicially affected by any such rejection,
amendment or other dealing.

(3) A simple majority vote at a General Meeting shall be sufficient to ratify a bylaw amendment.

(4) No bylaw or bylaw amendment that has not received approval in accordance with Article 14.1(1) may be considered for ratification at a General Meeting.
Explanation for Agenda Submission

Title: Ratification of Board Procedure #2, as amended

Item: See attached document with amendments done in track changes

Description: Proposing some technical amendments to Board Procedure #2, Board Meetings, in order for the procedure to comply with the By-laws. The three changes are listed below:

- Changing the notice required for regular meetings from seven (7) to ten (10) to comply with By-law Article 7, Section 5, Clause 1

- Changing the naming of an Irregular meeting to a Special meeting and changing the name of a Special Meeting to an Emergency Meeting to match the wording used in By-law Article 7, Section 5, Clause 2

- Changing who can call a special or emergency meeting to match the wording used in By-law Article 7, Section 5, Clause 2

Spirit of motion: To have our procedures follow the By-laws. As per Board Procedure #1, “The Bylaws of the Corporation will always supersede Board Procedures.” Therefore, procedure needs to follow the By-laws.
Procedure 2

Board Meetings

General Principles

(1) Directors shall observe principles of mutual collegiality, respect, and good faith when participating in Board meetings.

(2) To the fullest reasonable extent, when calling a meeting, the party making the call will attempt to ascertain the availability of their fellow Board members, and will choose a meeting time which accommodates as many members as possible.

(3) To the fullest possible extent allowed by applicable legislation, the Bylaws of the Corporation, and the Board Procedures, the administration of Board meetings will be conducted with a view to transparent and accountable governance.

(4) "Notice" for meetings, or of motions to be voted upon at meetings, is deemed to be given once it is sent, regardless of when it may or may not actually be received; and, "one day" is assumed to mean a period of not less than 24 hours, unless otherwise specified.

Administration of Meetings

(5) Board meetings shall at all times adhere to all applicable statutes and to the relevant governing documents of the Corporation, subject to the interpretation of the Chair.

(6) In accordance with the Bylaws:

- Due notice for all meetings must be given to every member of the Board in writing (email is acceptable), unless each member waives their right to notice, at a meeting or in writing prior to the meeting.
- Quorum for all meetings shall be a simple majority of the voting members of the Board.

(7) The Recording Secretary of the Board shall cause minutes to be taken at every meeting, in accordance with such standards as may from time to time be set by the Secretary of the Corporation.

- The agendas and minutes from all regular session proceedings, including attached documents and the text of all motions to be voted on, will be made available to the full membership of the Corporation.
- The agendas and minutes from confidential proceedings shall be made available only members of the Board, and such authorized individuals as the Board may from time to time determine. The agendas for confidential proceedings shall be made available to the full membership of the Corporation in such a form that the membership could be expected to understand the nature of the items to be discussed, and the potential reasons for their confidentiality, without disclosing any confidential motions or otherwise sensitive business.
- All minutes are normally unofficial until approved at a subsequent Board meeting. However, any minutes from the current fiscal year unapproved after April 20th may be approved by a joint decision of the Chair of the Board, the President, and the Secretary of the Corporation.
(8) The Chair of the Board is responsible for presiding over all meetings, and - except as may be otherwise specified by this procedure - shall be responsible for preparing the agenda for all meetings, and thus may determine which agenda items are to be conducted in confidential session.

- Decisions by the Chair regarding confidentiality may be overruled by a majority vote of the Board.

(9) The Board may, from time to time, direct the Chair to invite non-members of the Board to attend regular session proceedings in person.

Types of Board Meetings

Regular Meetings

(10) Regular meetings of Board shall occur at least once per month, with the date, time, and place of the meeting which may be determined by the Chair, or by a resolution of the Board.

- The Chair will normally set the date for the first regular meeting of an academic term, following consultation with all Board members. The dates for the remaining regular meetings of the term will normally be determined by the Board at the term's first meeting.

(11) Notice for regular meetings shall be sent to all Directors by the Chair at least ten days in advance of the meeting. The notice shall include the date, time, location (if the meeting is to be held outside of Waterloo), and a call for agenda items.

- The deadline to submit agenda items for consideration at the meeting shall be four days in advance of the meeting.

(12) The agenda for regular meetings shall be sent to all Directors by the Chair at least three days in advance of the meeting, and shall include the exact location of the meeting, the text of all submitted motions to be voted on, and any relevant supporting documents. This rule may only be suspended if all Directors waive their right to notice.

(13) The format of all regular meetings shall be:

1. Regular Session
   1. Approval of the minutes, and business arising;
   2. Executive updates (verbal), and business arising;
   3. Committee reports (if applicable), and business arising;
   4. Procedurally-mandated business (if applicable);
   5. Director-submitted Agenda Items;
   6. Other Business.

2. Confidential Session
   1. Approval of the minutes, and business arising;
   2. Executive updates (verbal), and business arising;
   3. Committee reports (if applicable), and business arising;
   4. Procedurally-mandated business (if applicable);
   5. Director-submitted Agenda Items;
   6. Other Business
   7. In Camera Proceedings:
      1. Executive updates (if applicable);
2. Discussion on Executive performance;
3. Other Business
8. Adjournment

(14) While any Director is free to raise a motion in "other business" without prior notice (provided that the motion is otherwise in order), a one-third (1/3) vote by the Directors present at the meeting is sufficient to postpone consideration of the motion to a future date.

**Special and Emergency Meetings**

(15) **Special** and **emergency** meetings of the Board may be called, in accordance with the Bylaws, by:

- The Chair of the Board
- An Executive
- Any three Directors; or,
- A resolution of the Board

(17) Normally, **special** meetings will not be called when a regular meeting is sufficient, and **emergency** meetings will not be called where an **special** meeting would suffice.

(18) Notice for **special** and **emergency** meetings shall be sent to all Directors by the Chair or by the party calling the meeting:

- At least seventy-two hours in advance (**special** meetings)
- At least twenty-four hours in advance (**emergency** meetings)

(19) The notice shall include a date, and the time of the meeting, as well as:

- The general nature of the business to be transacted (**special** meetings)
- The agenda for the meeting, including the location of the meeting, the exact text of all motions to be voted on, and any applicable supporting documents (**emergency** meetings)

(20) The agenda for **special** meetings shall be sent to all Directors by the Chair at least one day in advance of the meeting, and shall include the exact location of the meeting, the text of all motion to be voted on, and any applicable supporting documents. This rule may only be suspended with unanimous agreement of the Board.

(21) For **special** meetings, the Chair shall assist the party that calls the meeting with the preparation of the agenda, and shall determine which items of business are to be considered confidential.

(22) The agenda for **emergency** meetings shall be prepared by the party calling the meeting, and all proceedings shall be held in confidential session; though the Board may, by a simple majority vote later choose to treat all or part of the minutes from such a meeting as though they took place in regular session.

(23) No business may be conducted at a **special** or **emergency** meeting other than the business listed on the agenda, and any business that may directly arise from the outcomes of the business listed on the agenda. This rule may not be suspended.

**Sessions of Board Meetings**
Regular Session

(24) Unless otherwise directed by the governing documents of the Corporation or by the agenda for the meeting, all Board business shall be conducted in regular session.

(25) Business raised or set to be conducted in regular session at regular or special meetings may be moved to confidential session by a majority vote of the Board.

Confidential Session

(26) The Board shall reserve confidential sessions for the conduct of business pertaining to:

1. The Commercial Services;
2. Privileged financial or human resources matters;
3. Legal affairs, including sufficiently sensitive contractual matters;
4. Any and all matters which the Corporation is obliged by contract or statute to keep private;
5. Other business of a sufficiently sensitive nature such that it would pose an unacceptable risk to the well-being of the Corporation for such matters to be disclosed to non-directors or general members

(27) A majority vote is required in order to enter confidential session.

In Camera Proceedings

(28) In Camera proceedings shall be reserved for the Board to hold limited-record discussions, as needed, on the topics of Board atmosphere and support, Executive performance, or the general welfare of the Corporation.

(29) In Camera proceedings shall occur only during confidential sessions of regular Board meetings, and shall proceed in accordance with the above conditions of this Procedure.

(30) All business to be discussed in camera is for discussion only. No business may be moved or voted on while in camera.

(31) It is a conflict of interest for members of the Executive Board to remain in the boardroom during discussions on Executive performance, unless the Board requests one or more members remain behind to answer specific questions.

(32) Minutes from in camera proceedings shall reflect only the general topics discussed during those proceedings, and shall make no reference to any individual member(s) of the Board, or specific points raised during discussion.

(33) A majority vote is required in order to enter in camera proceedings.

(34) In camera proceedings shall end once a director moves to adjourn the meeting, unless such a motion is ruled out of order by the Chair due to the presence of unresolved agenda items.

(35) The rules governing in camera proceedings may not be suspended.
Strengthening Organizational Telecommunication

*Secretary’s Note:* The Students’ Council has passed the following motion recommending action by the Board and requesting the Board appropriate funding for improved telecommunication hardware (AV equipment) and software pending an executive cost assessment of options by the VPOF. Council spoke about the desire for microphones for those meeting in rooms, and better telecommunication software for calling into meetings of council, board, and committees.

WHEREAS the current council teleconferencing setup is cumbersome and creates difficulty for off-site councilors to speak and be heard in the meeting room by other councilors;

WHEREAS this problem especially poses an issue for council members that are currently on a co-op term away from the University;

BIRT Council tasks the Vice President Operations & Finance Officers of Council to perform a cost-assessment for new and alternative software and hardware options for means of telecom meetings for those calling in;

BIFRT Council recommends that the Board review financial opportunities related to teleconferencing;

BIFRT the Board of Directors appropriate funding in the 2018 FY Budget for capital investment for teleconferencing and will approve the use such funding pending executive/staff cost assessment of hardware and software options.

Motion passed unanimously.
Online GM Proxy Submission Bylaw Amendment

Amending:

Article 5: General Meetings, Section 5. Voting of Members, Clause (2), paragraph (a) & (c)

Current Text:

(2) A voting member may appoint any individual to vote by proxy on their behalf, in accordance with Section 84 of the Act, subject to the following conditions:
   a) Proxies shall be executed in writing, and shall contain the signatures and the student’s identification number, if applicable, of the proxy holder, as well as any restrictions placed upon the proxy holder;
   ...
   c) Proxies to be used at a General Meeting may be deposited at the Head Office of the Corporation no fewer than twenty-four (24) hours prior to the start of the meeting, or at the end of the last business day prior to the day on which the meeting is to take place, whichever is first;

Proposed Text as Amended:

*Note: Amended text shown in red.*

(2) A voting member may appoint any individual to vote by proxy on their behalf, in accordance with Section 84 of the Act, subject to the following conditions:
   a) Proxies shall be executed in writing or electronically, and shall contain the signatures or the electronic equivalents and the student’s identification number, if applicable, of the proxy holder, as well as any restrictions placed upon the proxy holder;
   ...
   c) Proxies to be used at a General Meeting may either be deposited at the Head Office of the Corporation in writing or submitted electronically no fewer than twenty-four (24) hours prior to the start of the meeting, or at the end of the last business day prior to the day on which the meeting is to take place, whichever is first;
**Motion Title:** Financial Resources for Directors  
**Movers:** Michael Beauchemin & Connor Plante

**Spirit:** To provide regular updates on the finances of the Federation to the Board of Directors.

**Whereas** Feds by-laws stipulate that the Board of Directors is expressly empowered to ‘review the finances of the corporation’ and that currently, financial updates are not given other than the annual audit and budgets.  
**And whereas** this leaves many directors, especially those without a background in finance, without the proper knowledge and resources to make informed decisions on reviewing the finances or budgeting.  
**And whereas** more frequent financial updates from the VPOF and/or the Commercial Operations Manager would help remedy the previous statement.  
**And whereas** Directors have expressed the need to be more informed of the finances of the corporation in order to properly carry out their duties.  
**And whereas** intimate knowledge of the up-to-date finances is required when approaching financial decision-making.

**Therefore, be it resolved that** the VPOF, or a designee thereof, be mandated to present a formal report on the overall finances and financial performance of the Federation to the Board of Directors on a termly basis and an informal mid-term update report on a termly basis;  
**BIFRT** an end-of-year year-to-date fiscal report shall also be presented at the first meeting of the incoming Board of Directors;  
**BIFRT** such reports shall include, but not be limited to, the following:  
- Updates on the overall financial performance of the Federation including, but not limited to, Commercial Services, the Health and Dental Plan, General Office, Marketing and IT with respect to at least one previous year,  
- Highlights of outliers, causes for concern, or atypical expenditures and revenues and recommended courses of actions to address these,  
- Current progress and next steps with respect to goals related to finances including long-term planning, capital investments and Commercial Services, and  
- A single-page year-to-date budget summary update;  
**BIFRT** such a report shall not be held private.
Communication of the General Meeting Ordered Feds Fee Decrease

**Preamble:** The following motion passed the 2018 Winter GM:

"Voting on main motion: BIRT the General Meeting ratifies the 2018-2019 first-year Orientation fee increase by $1.71 to cover all current budget expenses under Feds’ Orientation department budget and defer to Board of Directors to make appropriate decrease for the Feds fee

Moved to a vote.

Motion passes."

**Spirit:** Upon examining past minutes of Board, there was no record of this happening. After consultation with Matt and then Kurt, it was explained to me that this did occur and the process it went through. Kurt has agreed to present the calculation so other Directors can see documentation and have it explained to them as well.

I then asked if it would be a good idea to communicate what happened to students. It was my thought that since this motion passed at a GM, the general student body should be notified of the results, as the motion was legally binding on the Board of Directors to act upon. When no communication goes out, some may jump to the incorrect conclusion that nothing was ever done in regards to the motion.

I would be interested in Director's thoughts on how we could best communicate this to students.