Federation of Students’ Board of Directors’ Minutes

SLC 1106, University of Waterloo

Chair: Chairperson Velling  Secretary: Vice President, Gerrits

ATTENDANCE

The following members were present:

- Richardson, Savannah†
- Gerrits, Matthew
- Beauchemin, Michael
- Sesink, Hannah*
- Velling, Seneca*
- Plante, Connor*
- Siemons, Jacob*
- * remote
- † departed early

The following members were absent:

- Tran, Tomson*
- Wu, Richard*
- MacMillan, Kurt*
- Patricia, Duong*
- Burdett, Suzanne*
- * regrets

PRELIMINARIES

CALL TO ORDER

A quorum being present, Chairperson Velling called the meeting to order at 17:30.

Special Session

GENERAL ORDERS

BOARD ANNUAL ACTION PLANS AND GOALS

Chairperson Velling informed the Board that the President and himself had put together a brief presentation on common underlying themes to Directors’ proposed annual goals
and action items.

The Chairperson was given leave to present the information by the Board.

INTRODUCTION

The Chairperson explained that he and President Wu were trying to explore some broad themes underpinning most of the goals and to highlight unique ideas proposed. Based off of this, the Board should then determine where it would like to go to from there.

The purpose and goals were to give Directors the opportunity for collective input on some different areas to frame the annual direction and action plan for the Board and generally the entire corporation.

GOVERNANCE THEMES

- Many Directors spoke to ratification by the Board of committee decisions to alleviate time consuming in-depth discussion in Chambers. This would transfer more responsibilities to the Board’s committee.
- More opportunity for arguments to be first brought to committees.
- Direct reporting of committees to the Board rather than subsidiary bodies like the Executive Committee or other groups.
- Establishing a balanced approach to AGM and empowering Council.
- Balancing Council’s mandate and popular will of the membership with the Board’s responsibility for the corporation’s stewardship.
- Stronger Board to Council connections.

Chairperson Velling opened the floor to discussion of thematic governance goals for the year.

Vice President, Richardson commented on Vice President, MacMillan’s behalf, indicating that a budget committee would probably consist of a large percentage of Board on the committee and that returning responsibilities of the full organization’s budgets to the SC Budget & Appropriations Committee may not be in order due to the confidentiality of restricted budgets.

Chairperson Velling replied that he and President Wu had addressed the possibility of having Council members of the Budget & Appropriations Committee to sign confidentiality agreements, and that procedural changes to make this a requirement had been instituted. The Chairperson emphasized that he preferred this option over a separate Budget or Finance Committee for the Board because, as the Vice President, Operations and Finance indicated, that committee would largely be composed of most of Board.

Vice President, Gerrits requested that the Board make sure there is a clear distinction between what the Board’s principles were and what its objectives were. He further commented that Directors goals of ensuring separation of responsibilities between Board, Council, and the AGM and the goal for Board-to-Council connections were not contradictory Chairperson Velling replied that he did not inherently see them as contradictory because the point of connections remaining as a goal carried over from the prior Board was...
because it was advised by outgoing exec and chair and would allow great accountability of the body to the membership through their representatives.

Vice President, Richardson informed the Board that General Manager Burdett wishes to provide input based on capabilities of the organization and her historical experience. Chairperson Velling proposed that perhaps Board have a holistic discussion after the meeting about what ideas and direction it would like to take and then approve it at the next regular meeting.

Director Plante emphasized he was in support of empowering our committee structure to make actual Board meetings more productive, to allow Directors to get more into the weeds outside of chambers. Chairperson Velling commented that many other Directors expressed similar sentiments with alternative options and that Director Plante was not alone in his belief that discussions in chambers could be more strategic.

**Accountability Transparency Themes**

- Increasing access to agendas and minutes of the Board.
- Increasing Feds’ brand awareness, and making sure members know what is communicated, how it is communicated, and when it is communicated.
- Elections awareness and engagement — both for Council and Executives but also for the ratification of Directors.
- Society engagement and outreach.
- Executive Board accountability to Board.

Vice President, Richardson inquired if the accessibility of information was predominantly focused on just agendas and minutes, or was there more to do? Chairperson Velling responded that the underlying concerns expressed by a few directors in the planning document were focused on how does the Board and the membership hold Board to account for relaying what is going on and decisions being made. Vice President, Richardson noted this tied into her next question. She emphasized that not all things need to be communicated, some things are too minute, we should figure out what we do and don’t want to communicate Chairperson Velling agreed and supported the idea of building criteria or thresholds of characteristics could be able to evaluate a decision as being valuable enough to inform the membership.

Vice President, Richardson spoke to Society Engagement and Support specifically as something that her office and her commissioner already try to tackle a lot on the operational level, how does Board ensure that in chambers this conversation is kept strategic. Director Beauchemin emphasized that this point tied into the overall communication strategy already discussed in prior meetings; making sure that they approaches are effectively integrated. He noted that Feds could lean on societies to help promote Feds and common goals. Chairperson Velling commented that generally this was more a Council matter as well, but that the organization should be able to engage societies on university advocacy a little more, particularly that the clubs/societies team needs a bit more visibility. Vice President, Richardson believed this is less of a Board responsibility, and
emphasized her agreement with Chairperson Velling’s comment regarding this belonging with Council.

Vice President, Richardson, on behalf of the Executive Board, expressed interest in Director’s comments about the accountability of Executive Board to the Board of Directors. She informed the Board that the committee meets thrice (3x) a week, and a large amount of the discussion is not strategic. The Vice President encouraged that if greater accountability frameworks get implemented that the Board makes sure that there are good guidelines for when Executive Board discussions or decisions are actually brought forward to the Board. Chairperson Velling agreed with the Vice President. He mentioned that perhaps a summary or digest of decisions should be passed in agendas to Board for information only. Director Plante echoed the Chairperson’s suggestion, noting his plan in this regard was to better inform Board about what the organization and the Executive are doing. He stressed that until Vice President, Richardson mentioned the on-goings just now, he did not know what it is the committee did; and that this itself emphasizes the need for better communication. He suggested that this needn’t be a formal mechanism, that perhaps even an email could be sent out every week to Directors keeping them informed. Chairperson Velling inquired to the remainder of the Directors present if something like this would help directors ask questions and learn about the Executive’s actions. Vice President, Richardson asked if the Board has exhausted discussion and was ready to move on with the presentation. Director Siemons stated he was not ready to move on and noted that it might be worthwhile to have a metric for analyzing how significant a decision is that it warrants being part of said digest/summary of actions. If something was significant enough, that is when decision accompanies such a summary/digest to Board; and similarly with Board, if the decision of action of Board is significant enough it is communicated to Council and the students-at-large.

**Commercial Operations Business Practice Themes**

- Establish long term vision for businesses including financial sustainability.
- Consistent budgets and financial reporting.
- Summary of strategies for the membership.
- Reviewing Student Life Centre (SLC) leased spaces
- Explore other university’ pride in student establishments.
- Educating people on what Feds provides.

Vice President, Gerrits inquired to whom does financial reporting allude in this presentation. Chairperson Velling responded he was not sure but presumed teh Board. Director Beauchemin replied that it should be a goal to make things more transparent to membership than simply an auditor’s report. Chairperson Velling agreed and suggested that summaries, bottom lines, annual business goals, and long-term business strategy could be passed to membership reasonably without substantial risk. Vice President, Gerrits highlighted that significant thought would need to go into what information is released in terms of business strategy. Chairperson Velling stated that explaining bottom lines and informing membership or Council of why they are where they are and how we
intend to improve them is critical; he noted that sometimes losses are strategic and if
the membership sees loss with accompanying explanation undue concerns can be raised.
Director Plante explained that his comments on this point were aimed at making sub-
stantial amounts of the business strategy clearer for the Board, but agreed that we could
do more in improving communication to the membership on our restricted and business
finances.

Director Plante informed the Board that recently an SLC space audit was conducted,
but he was not sure by whom, this is something the Board may want to revive considering
the SLC-PAC expansion. Chairperson Velling stated that we should be ensuring that
student value is being assured through our tenants as well, make sure that tenants are
responsible, and that unused space is properly used; the Chair highlighted concerns
raised regarding the Campus Dentist at the Students’ Council in March of this year. He
continued that it might be worth looking into doing another space audit after the SLC-
PAC expansion had completed. Vice President, Richardson stated that the organization
has full time staff assessing value of leasing arrangements and ensuring these tenants meet
student needs. She asked that the Board keep this in mind while considering the proposal.
Chairperson Velling was not convinced the organization was succeeding in assessing value
to students, and that the Campus Dentist was only an example of somewhere better
value could be provided, but that perhaps greater student consultation in this process
was needed.

Vice President, Gerrits spoke to the theme of student pride in establishments, such
as the campus pub. He noted this was neither a principle nor a goal Vice President,
Richardson offered that perhaps this was something not to be taken on as a Board, but
maybe in a research pair with Directors partnering with Executives or Staff to explore
addressing this. Chairperson Velling stated that it was important to make sure that
we identify a need if it is there, and that while specific research could come from the
bottom up but that the assessment of need and direction can be asked for by the Board.
asked if for the next Feds’ Strategy Plan it will be important to put thought into the
organization’s identity.

Vice President, Gerrits defended the organizations communication to and engagement
with students on educating them of the organizations purpose and actions. He stated
this was something integrated into everything the organization does. Chairperson Velling
agreed generally, but multiple directors had expressed that it will be important to have
metrics to verify this and ensure success of practices.

FINANCES AND HR

• Value-for-Money in the organization.
• Consistent financial practices.
• Is our workforce performing operations well and where can we better support them
to better achieve organizational objectives.
• Where are executives to be better supported?
• How can the Board increase communication with Staff.
Director Plante spoke to the value-for-money. He noted that this was a recent corporate policy passed by the membership at Council which requires the Board to better address value-for-money. He asked how the Board was thinking about compliance. Chairperson Velling noted he intended to inform the Board at the next regular meeting about the new policy requirements imposed on Board and proposing procedural changes for compliance soon.

Vice President, Gerrits addressed the comment for greater lines of communication between Staff and Board. For information, he would hope that the management structure is what should allow operations to be efficient. Vice President, Richardson noted that the lines of communication between Staff and Board might need more justification. Having staff provide reports for strategic decisions might be important, but beyond that exec should be sufficient, would love to hear some more rationale. Chairperson Velling stated that his suggestion had come from prior directors and the 2015 Governance Review points to this. At the time the Board had just moved away from being a Council-Board; as an organization Feds implemented some but not all of the recommendations and there are areas where recommendations are still very valid and ought to inform our process moving forward. The Chairperson highlighted the potential risks in only having one conduit for communication with the Staff (the General Manager), particularly considering Executive turnover might make it difficult to spot problems that better communication with staff could address. The Chair stressed that different options are provided and it need not be stepping on Executive toes, nor would this be aimed at involving Board more in Staff operations. He suggested that managers could recommend strategy and come in and present to Board about their area of expertise (e.g., the Director of Commercial Operations could present the commercial operations strategies, performance, and budgets to Board and take specific questions which the Vice President, Operations and Finance could support and help answer but would provide more insight in history and performance).

Chairperson Velling recounted that the manner of the Board used to be heavy handed with staff, generally a good goal for any high-level management, executive, or directors are to know their staff and ensure their staff are comfortable and trust in the Board. The Chair sees it as part of a Director’s responsibility. Additionally, many large for-profits are opening up their Boards a bit, taking more steps to improve board-staff relations. Chairperson Velling thought this idea was commendable and could reasonably be considered for Feds as well.

**BOARD TRANSITION THEMES**

- Improve transition, including in length, and extent of training for Directors.
- Organize social events and team building opportunities for Board and Executives.
- Introduce a checklist for transition of the Board.
- Improve understanding of corporate structure and accountability mechanisms.
- Essential to introduce greater support and professional development for Officers of governance bodies of the Federation — particularly the Corporate Secretary and Chair.
• Establish a global governance calendar for Executives, Board, and Council deadlines and activities to keep the organization on track and aware of forthcoming requirements.

Chairperson Velling suggested the creation of an ad-hoc Transition Committee to explore best practices from other universities and to recommend changes to improve transition for Board and other areas in the organization. The chairperson informed the Board he was working with the Budget Committee and President to allocate greater funding in the current Fiscal Year budget for transition for Board/Council and also for Board team building opportunities.

Vice President, Gerrits stated that he thought any governance calendar should be month by month, and that separately HR training for Directors might pose a challenge considering HR is outsourced to the University’s department.

Chairperson Velling asked for other thoughts on transition themes from the remainder of the Board. Vice President, Gerrits expressed that the outgoing boards are an asset that could be used for improving transition. Director Plante noted that one issue is that things are not written down as to whose responsibility it is to conduct Board transition. Furthermore he expressed support for the ad-hoc committee. Chairperson Velling clarified that this responsibilities falls to the Chair — both incoming once elected, and outgoing — and so any failings in this were his responsibility and he apologized and intended to improve this going forward.

The Chair asked for discussion of another element of organization transition, as to whether Council should be assisted. Director Plante expressed that it was Council’s right to self-determine their transition and allocate funding for it. He stated it was better for the Board to solve it’s own shortcomings first. Vice President, Gerrits concurred with Director Plante and encouraged Chairperson Velling to push for this independently by merit of being on Council.

STRATEGY

• Promote identity.
• Improve lines of communication.
• Create transparent pay assessment.
• Make committees the place for analysis.
• Develop metrics for board success.
• Make meetings more accessible (focus on electronic and telephonic communication).
• Ensure actions of the organization, and the Board, are framed in and succeed in achieving long term vision.

Vice President, Gerrits expressed that developing metrics and alignment with long term vision are integrated goals and should be considered jointly. He also called attention to the need to consider how not to be inundated with ideas when staff are not actually thinking on a strategic level. Would prefer to see exec as the conduit and filter. Chairperson Velling suggested that the discussion goes back to the prior point of Director
Siemons’s that Board establish metrics to try and figure out principles to determine when something is brought to Board. He called Director’s attention to corporate policy 39, *Communication*, requiring that Board and Council communicate with one another and with staff regularly. He reminded Board of the obligation under the bylaws to respect and uphold the policies of the corporation to the fullest extent possible.

Vice President, Gerrits requested clarity on the use of the term 'analysis' in the highlighted theme. He stated there as ambiguity in the term analysis, could mean on one level doing the research, could on another level be considered evaluating options, rather than generating. Chairperson Velling expressed agreement, but called attention back to the failure to employ committees successfully. The Chairperson specifically focused on the Risk Management Committee. He expressed desire for training of the committee members. He also underscored the role of At-large Directors being the closest the organization gets to the traditional Independent Directors at other institutions on our Board. Director Plante noted he already spoke to this a bit on the finance side, but agreed that a word other than analysis should be used. As a whole, committees could cut down on frustration during full Board meetings. He commented that Board failing to use their committees at all is the current-state and that it was not a bad idea to experiment in this regard.

**STRATEGIC DISCUSSION OF ANNUAL GOALS**

The Chair limited discussion to anything throughout the presentation, other goals, and figuring out the direction Board wished to take.

Chairperson Velling began that Board may wish to task President Wu and himself to create *ad-hoc* committee if the Board felt this was an appropriate direction. The Chairperson asked that Board wished to do with the information that Directors proposed.

asked what the *Mr. Goose* identity was. Chairperson Velling informed that Council made it so that we should advocate to get rid of the current University mascot, and to make a Goose the mascot of the student union and the University.

Director Plante encouraged the Board to officially adopt some strategic goals, and develop something to point to to keep ourselves accountable. He proposed this be included on the agenda for the next meeting, on August 1st. The Vice President, Education asked if the next meeting special or regular meeting. Chairperson Velling replied that it was a Regular meeting. Vice President, Gerrits asked if the Chair could add in the next meeting agenda, and that Board could motion to task the President and the Chair to create a list for next meeting for approval of some of the items discussed today. proposed that President Wu and Chairperson Velling may want to select one or two items from each section. Director Plante suggested instead the top three items overall recommendations as adopted recommendations. Vice President, Gerrits encouraged that this ought to be left at the discretion of the Chair and President. Chairperson Velling stated he would include a motion to adopt the annual goals on the agenda for the regular meeting and asked the Vice President, Education to send the minutes from this meeting. The Chair also reminded Vice President, Gerrits to submit his updated action plan prior to the agenda release on Saturday evening. Vice President, Gerrits expressed apology for the late agenda item and stated the Chair would have it by this evening.
Chairperson Velling offered that in interest of prudence, the Board’s action plan/annual goals should be run by Council for consultation and be released publicly in a similar framework to the requirement that the Executive’s action plans seek Board consultation prior to approval. Director Beauchemin would be interested in non-binding Council feedback and expression of support for Board’s plans. Chairperson Velling stated he would like to see documentation developed going forward to better create better action plans in future years both for the Executive and the Board. Director Plante raised concerns that waiting to September for feedback from Students’ Council could mean Board would fail to approve the plan until October. Director Beauchemin suggested that Board could approve an initial plan encompassing annual goals and then revise it in October if anything of significance arises or Council expressed concerns. Director Plante supported this suggestion.

Be it resolved that the Board sets the following agenda item for the next regular meeting agenda:

Be it resolved that the Board adopts the Board Action Plan Annual Goals and tasks the Chair and President to seek Council consultation on the same.

Be it further resolved that the President and the Chair shall develop a written plan for the next Board meeting based on special meeting deliberations for Board approval. Director Beauchemin and Director Plante.

Director Siemons encouraged the Board to include General Manager Burdett’s consultation in the agenda item.

OTHER BUSINESS

CHANGES TO CORPORATE POLICY FRAMEWORK BY COUNCIL

The Chairperson notified the Board to be aware that changes are expected from Council with regards to Procedure 9 which would separate the Federation’s policies into corporate and advocacy policy. This was the recommendation of the outgoing Policies Procedures Committee which was largely composed of Directors. Pending Council’s agreement to the changes, Board will now have more involvement in corporate policy, albeit non-binding, but that Council would be required to seek Board’s written commentary on policies that are corporate in nature prior to any vote to approval, amend, or rescind. Chairperson Velling stated that the Officers of Council supported the changes and that the PPC unanimously voted to recommend Council’s immediate adoption of the procedural amendments. Director Plante expressed that at times the lines can blur between corporate and advocacy policy. He inquired who is determining whether future policies are advocacy or corporate. Chairperson Velling responded that going forward policies would be framed into sections for corporate and advocacy portions, but that the classification would be recommended by the mover. He stated that other changes were that corporate policy would now be permanent and non-expirable until Board recommends removal and Council confirms Director Plante inquired if this meant policies were no longer in the policy expiry cycle. Chairperson Velling confirmed
this, but specified the regular reviewed would still occur on a three (3) year basis though that did not mean the policies lapsed and did not require re-confirming.

**NEW CORPORATE POLICY AIMED AT Value-for-Money**

Chairperson Velling informed the Board that the membership, through Council, had approved a new 'value-for-money' corporate policy requiring that:

- the principal actor (ultimately Board) responsible for any major expenditures or ongoing contracts must always be able to demonstrate the superior value-for-money of that expense relative to comparable options;

- ongoing year-over-year contractual expenses shall be reviewed for value by the responsible principal actor at least once every five (5) years through a reportable mechanism;

- the Board must now produce summary documentation to describe the nature of any contractual expenses of the Federation of Students to inform the general membership;

- the Board regularly review the corporation for continuous improvement in the way in which it exercises its functions through assessment of:
  - effectiveness — Are expected outcomes being met?
  - efficiency — Is the corporation running efficiently?
  - c. economy — What outside factors are contributing to the provision of services and operations?

  and provide an annual written assessment of this to Council.

- the Board has to develop operating procedures to reflect the above principles.

The Chair jokingly assigned homework to the Directors to read *Federation Policy 51.*

**ADJOURNMENT**

*Be it resolved that* the Chair adjourns the meeting at 19:04 PM

*Director Beauchemin and Director Plante.*

Motion carries unanimously