Federation of Students Public June 21, 2018

Federation of Students’ Board of Directors’ Minutes

SLC 1106, UNIVERSITY OF WATERLOO

Speaker: CHAIRPERSON VELLING  Secretary: VICE PRESIDENT, RICHARDSON

ATTENDANCE

The following members were present:

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

* remote

The following members were absent:

- Tran, Tomson*

* regrets

PRELIMINARIES

CALL TO ORDER

Chairperson Velling called the meeting to order at 17:03.

MINUTES OF THE MEETING

Be it resolved that the Board ratifies the approval of minutes by former Chair AJ Wray and former Secretary Tristan Potter for the meetings held on April 11th, 25th, and 30th of 2018.

Vice President, Gerrits and President Wu.

Motion carries unanimously
Be it resolved that the Board approves the minutes of the meeting held on May 31st, 2018

Many Directors expressed their concerns with the minutes. There were issues with terms used in the minutes and many grammar and spelling errors were noted.

An amendment was made and states the following:

Be it resolved that The minutes of the meeting held on May 31st, 2018 will be tabled to the next meeting, pending changes from Secretary Tran.
Tabled
Director Plante and Vice President, Gerrits.

Motion carries unanimously

SPECIAL ORDERS

A presentation and legal training by Gary Flaxbard, Feds’ corporate legal counsel.

CORPORATION

Corporations without share capital follow the Corporations Act, R.S.O. 1990. Our corporation’s objective is to promote the welfare and interest of all undergraduate students here at the University of Waterloo. Permission from the university was required for new corporation. Therefore, agreements are in existence with the university, which means we need to check with the University on certain matters.

Article 7 of Feds’ by-laws state the purpose of the Board of Directors. It looks at all the legal, financial, HR, high-level org strategy (no micromanaging), and long-range planning. Section 7, article 7, is very important. It lays out the duties of directors. They also help with providing direction and expectations of being on Board.

DIRECTORS

All members must act honestly, in good faith, and in the best interest of the corporation. Directors are not here to represent students in your faculty/program/etc., Directors are here to represent the interests of all undergraduate students at the University of Waterloo. When it comes down to best interests, it needs to be looked at in terms of your mandate. Directors act as trustees. They have three basic duties. One, carry out tasks with due care and attention. Two, not to delegate responsibility to other people. Three, not to permit his/her own interest to conflict in anyway with his/her duty to the beneficiary from the trust. Example from Humber - student wanted to run for president. The student was a member of disabled student association (not a sanctioned student group under the student union, but operated on campus). Board enacted a policy that a student part of a non-sanctioned group could not hold a position on the Board of Directors. Student tried to appeal this new by-law, it was unsuccessful. Policy was enacted to prevent conflict of interest. It was not contrary to public policy/interest, did not interfere with freedom
of speech. It was not done in bad-faith, did not improperly interfere with freedom of association, etc.
The Judge then said that while a student is a director for the federation, they should not be a member of another student organization (not under the federation).
Board procedure three, familiarize yourself with these if you haven’t already. Actions as directors are under closer scrutiny than on another Board. Students are affected by director actions daily. Directors have a duty to understand all the diverse student demands, interest and viewpoints. Need to act in their best interest collectively.
While many not-for-profit corporations have challenges filling Board (and often hand pick or acclaim directors), this Board is elected so things are structured slightly differently but the same requirements apply. Officers have certain things they are mandated to do; it is not quite the same with directors. However, if you are negligent you could be sued.

Safeguards

The website is a great tool to protect against liability (e.g. easily accessible governance documents). Have proper orientation for directors, officers, staff, etc. Directors and Officers must be familiar with all the governing documents. Actively participate in meetings, do not be shy to have your vote noted. Finally, pay attention to the financial matters. Ensure recommendations made by auditors are considered and dealt with. Importantly, if you don’t act on something explain why.

General Liability Insurance

What is not covered are claims brought about due to dishonesty of directors/officers, if officers/directors gain personal advantage. Two examples are conflict of interest and dishonesty. Never want to operate on the thought “we have insurance so we should not be worried.”

Managing Affairs of Corporation

Remember, your actions as Directors/Officers are to be in the best interest of the Federation of Students and not your own interest, that of individual students, the Students’ Council, Executive or of the Board of Directors. General Meetings are important, they help with continuity. Beyond any doubt, use common sense when making decisions.

Regular Session

Executive Reports

The common theme in all the reports is that the Action Plans are near completion or already finished. Regardless, they will all be presented at the next Board meeting.
**Vice President of Education (Gerrits)**

Vice President, Gerrits is working on an email to send to GRT to open conversations about a UPASS amendment process. The memorandum will be shared to Board for further input. Met with OUSA since our last meeting, set advocacy, campaign goals, and themes for the next year.

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

Vice President, Richardson is working on a volunteer remuneration review in process. Still working with Indigenous Students Association.

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

Hired commercial operations manager (two year contract), and are in the works of hiring an IT administrator (one year contract). Working alongside Vice President, Gerrits on the GRT email.

**President (Wu)**

By-election nominations for council are closed, now in campaign period. Seat allocation report was compiled. An extra seat has been allocated to engineering, which will not be available until after this current election period. Board of Governors approved orientation and Scisoc fee increase. SLC-PAC expansion meetings are going well.

**Governance Items**

*Be it resolved that* the Board elects ______ as the director member to the Students’ Council’s Honorary Lifetime Membership Committee, pending ratification by Students’ Council.

- Vice President, Gerrits nominated Director Duong, Director Duong respectively declines.
- Director Sesink self nominates.

Board appoints Director Sesink to the Students’ Council’s Honorary Lifetime Membership Committee.

*Chairperson Velling and Director Sesink.*

*Motion carries* unanimously

*Be it resolved that* Board adds an agenda item. Which reads:
Be it resolved that the Board elects ______ as the director member to the President’s Advisory Committee, pending ratification by Students’ Council.  
*Chairperson Velling and Vice President, Gerrits.*

**Motion carries unanimously**

Be it resolved that the Board elects ______ as the director member to the President’s Advisory Committee, pending ratification by Students’ Council.

- Director Plante self nominates.

Board appoints Director Plante as the director member to the President’s Advisory Committee, pending ratification by Students’ Council.  
*Chairperson Velling and Director Sesink.*

**Motion carries unanimously**

**Discussion:** Long Range Planning Committee and Process

The plan expires in 2020. Not too much is known on the exact process. President Wu was tasked to look more into the long range planning committee and process.

Be it resolved that the Board refers the FEDS Governance Effectiveness Assessment Report 2014/15 and associated presentation (UWFeds Recommendation Presentation 2014-07-04) to the General Meeting and Council of Delegates Task Force for consideration.

Some Directors expressed support for having the Task Force review the aforementioned documentation because the nature of the report and recommendations provided deals directly with what the Task Force is tasked to examine. However, some Directors expressed concerns that it might go beyond the groups mandate. It was also noted that there is nothing stopping the Task Force from reviewing the document on their own as it is not confidential.

After discussion, Chairperson Velling calls the question to proceed with the agenda.  
*Chairperson Velling and Director Plante.*

**Motion fails**, Chairperson Velling notably in favour.

**GENERAL ORDERS**

**THE PRESENCE & ACCESSIBILITY OF STUDENT REPRESENTATIVES**

Secretary Tran wants to create better awareness of who/what Feds is/does. High level, the marketing department is focusing on student engagement and getting students to
understand what Feds is/does. Keep in mind Board should be talking about outcomes and strategic efforts.
Directors were left to think more about the strategic goal for awareness.

**STATUS OF THE EXECUTIVE COMPENSATION REVIEW AND PUBLIC REPORT**

In the past there were numerous motions to cut executives' pay. At the time Board thought it was wise to make sure there was justification for executive pay. It was conducted by former Chair Wray, who used CANSIM data. The report found that generally individuals in these positions are paid a higher salary. Board received a report and determined we would just move forward with CPI and stated a cyclical review of salary would be done every three years. General Manager Burdett explained that Feds has reached out to university HR. University HR were not able to look at roles and do grading because the jobs are informal job description format. In the end Chairperson Velling was tasked to follow up with the former Chair with regards to the status of the written report. Executives were also tasked to look for more information.

**UPDATE ON GENERAL MEETING ENGAGEMENT & COUNCIL OF DELEGATES TASK FORCE**

Chairperson Velling provided a high-level update of the Board’s Task Force. Summary documentation can be found in the attached presentation.

Updates: The Fall 2017 GM required that the Board institute online voting and that electronic ballots be used at Fall 2018 GM.
Director Duong: Would town halls increase power of individual members of corporation?
Chairperson Velling: Quorum is 200 students (less than 1%), making General Meetings a dinosaur of a democratic and accountable decision making process. This system worked wonderfully when we were a school/organization of fewer than ten thousand. Currently we struggle even to achieve quorum. With turn out low, the organization needs better more accountable governance so that the most powerful decision making tool cannot be hijacked by whichever student group brings out the greatest number to achieve their end.
Director Duong: In the case that Council is given more power, and also give members more power to repeal decisions, would that carry the same weight as a GM? Director Duong clarifies that she is asking because things at a GM can’t be changed back immediately and are legally binding on the Corporation.
Chairperson Velling: If something gets rejected at a GM it cannot be put back on the agenda for a year according to current bylaws, this is to avoid constant re-litigation of unpopular motions. This will apply to Council decisions and Referenda as well likely, currently this is consideration for task force.
Director Plante: Is consultation with legal counsel important to ensure we are doing our due diligence?

Note: *Vice President, Richardson leaves.*
Chairperson Velling & Vice President, Gerrits: Changes will be sent to legal counsel to ensure compliance with *Corporations Act*, and make sure that they are self-consistent. Chairperson Velling notes that President Wu will likely be in communication with legal counsel on behalf of Task Force for any potential bylaw changes.

It was noted that the Task Force was one of two things brought in last year at the general meeting. The motion recommended Board to constitute the *ad hoc* committee. The other was the online portion, which is separate but also under the purview of the Task Force as directed by the Board.

**COUNCILOR DIRECTORS AND BYLAW CLARIFICATION**

Note: *Vice President, Richardson returns.*

A technical amendment to section 7.1(1)b of the by-laws was proposed to clear up ambiguity over which Councillors qualify to hold the director seats reserved for councillors. As it currently stands, it is unclear if *ex officio* members of Students’ Council, such as Society Presidents or their designee, Chairs of Committees, or Commissioners, would qualify for a Council Director seat. Chairperson Velling emphasized the spirit of the original bylaws and the precedent of history with only Executive elected/acclaimed Councillor seats on Board originally to lend support to Director Plante’s motion barring any members of Council not elected or acclaimed to the body.

Some Directors expressed support for the change to clarify that these seats are for elected Councillors. Other Directors opposed the motion because Society Presidents are still elected by their constituencies and have full voting rights on Council. Finally, Directors agreed that this was a non-urgent matter and they needed more time to think about the issue so it would be tabled until the next Board meeting.

It was noted that currently Secretary Tran is not a member of Students’ Council until the Fall when his term of Presidency for AHSUM (constituent society) begins, yet he is holding the Council Director position.

Director Plante expressed that implementing this clarification would not only be consistent with the spirit of the bylaws but offer the opportunity to clear up a major ambiguity.

**Be it resolved that** the Board will table the discussion to the next meeting

**Tabled**

*Vice President, Gerrits and Vice President, Richardson.*

Before a vote to Table occurred, more discussion was held about gathering more information and opinions, particularly from Students’ Council. While some Directors expressed reticence for referring the matter to Council, Board felt that gathering Council’s thoughts was prudent as the matter pertained to their representatives on the Board of Directors. An amendment to the motion to table for the next meeting is made:

**Be it resolved that** the Board of Directors requests input and recommendation from Council to be collected which members of Council are eligible for the Council Director
Motion carries

The amendment carried and the motion now proceeds to Table the primary motion:

**Be it resolved that** the Board tables the approval for General Meeting ratification of the bylaw amendment for 7.1(1)b; and

**Be it further resolved that** the Board of Directors requests input and recommendation from Council to be collected which members of Council are eligible for the Council Director positions.

Vice President, Gerrits and Vice President, Richardson.

Motion carries unanimously.

**Bylaw Amendment for Article 14: Amendments**

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

It was discovered that a by-law has a typo in Article 14; the heading and the content refer to different articles of the bylaws. Chairperson Velling spoke with former Chairperson Wray and there was a formal Amendments process for the bylaws that was vetted by legal counsel and intended for ratification by the General Meeting. Per the meeting minutes prior to the Fall General Meeting of 2017 this Article was omitted in order to collectively introduce amendments (coming from Task Force, from the Board generally, and this article) without undue burden.

This bylaw portion was meant to go into effect after the Task Force had consolidated the by-law amendment, as to not restrict what can be done in regards to GM and Council reforms. Board chose to temporarily omit it under the expectation that it would be brought back for approval and for ratification by the General Meeting once the Task Force finalized its recommendations.

Concerns were brought up that there is an article restricting certain types of bylaw amendments. The clause in question does not seem to give the alternative path of something normally submitted to Board for approval at GM (viz. the typical process by which Board approves bylaw amendments). This article would provide Students’ Council veto over any bylaw change that may affect their structure.

Directors expressed support for the amendment and confusion as to why the bylaws referenced the amendment while it was omitted intentionally from ratification pending Task Force efforts. Vice President, Gerrits requested Board task Chairperson Velling to modify the proposed by-law amendment to clarify the standard procedure applies for all types of bylaw amendments not given special requirements and to return it to Council for discussion and approval. Chairperson Velling indicated he would look into this and report back to Board with an update and if necessary modifications to the amendment.
Tabled
Chairperson Velling and President Wu.

Motion carries unanimously

OTHER BUSINESS

No other business was present

Confidential Session

Be it resolved that Board moves into confidential session. President Wu and Vice President, MacMillan.

Motion carries unanimously

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

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

Motion carries unanimously

Be it resolved that the Chair adjourns the meeting at 21:30 Chairperson Velling and President Wu.

Motion carries unanimously
Board of Directors Regular Meeting

Regular Session:

Approval of Meetings

MOTION: **Be it resolved that** the Board ratifies the approval of minutes by former Chair AJ Wray and former Secretary Tristan Potter for the meetings held on April 11th, 25th, and 30th of 2018.

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

Special Orders

Presentation and Legal training by Gary Flaxbard, Feds' corporate legal counsel.

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)

Governance Items

MOTION: **Be it resolved that** the Board elects __________ as the director member to the Students' Council's Honorary Lifetime Membership Committee, pending ratification by Students' Council.

FOR DISCUSSION: Long Range Planning Committee and process.

MOTION: **Be it resolved that** the Board refers the [FEDS GovernanceEffectiveness Assessment Report 2014/15](GlobalGovernanceReview.pdf) and associated presentation ([UWFeds Recommendation Presentation 2014-07-04.pdf](UWFeds Recommendation Presentation 2014-07-04.pdf)) to the Governance Task Force for consideration.

General Orders

FOR DISCUSSION: Discussion on the presence, accessibility, and viability of student representatives.

FOR DISCUSSION: Status of the Executive Compensation Review and public report.

FOR INFORMATION: Update on the General Meeting and Council as a Meeting of Delegates Task Force ([Governance Task Force Update.pptx](Governance Task Force Update.pptx)).

FOR DISCUSSION: Councillor Directors and bylaw clarification.

FOR DISCUSSION: Annual Board Action Plan and Board Priorities.

MOTION: **Be it resolved that** the Board approves for General Meeting ratification the bylaw amendment for 7.1(1)b ([By-law Amendment .pdf](By-law Amendment .pdf)).

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

Other Business
Proposed Federation of Students By-law Amendment

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) elected Councillors of Students’ Council; and,
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.
GM ENGAGEMENT & COUNCIL OF DELEGATES TASK FORCE

HIGH LEVEL UPDATE
COMPLETED:

• Changes to Council
  – Chair of the Board is expected to report on Board activities (those that aren’t confidential) to Council regularly.
  – Council will: appoint the auditor from a set of recommended options by Board, receive auditors reports and financial statements of the corporation ordinarily sent to general meetings, ratify the Board’s membership, removal of non-executive directors, increment dues of membership for less than or equal CPI.
  – Ratify, reject, or further amend bylaw amendments approved by the Board of Directors, save for amendments affecting the structure of the corporation, remuneration of elected officers, or the powers of Council which are prohibited under Section 130 of the Act
  – Ratification of all electoral & referenda results.

• Changes to Executives
  – President now presides over Council, unless Council decides otherwise (ie. Appoints speaker)
  – Corporate Secretary is Council Secretary, unless council decides otherwise (ie. Appoints secretary)
  – President now appoints representatives but with advice and consent of Council.
COMPLETED:

• Changes to GMs:
  – Not requiring formal GMs if a Council Meeting of Delegates is scheduled.
  – Reduce technical barriers by moving things like “accepting auditors report” and “appointing auditor” and “electing directors” and “reviewing financial statements” to Council.
  – Lowering the threshold for Special and General Meetings so that students can call them more easily (eg. if you want to over-rule Council's decisions this is a democratic mechanism to appeal)… how much is still in debate.

• Changes to Councillors
  – Society Presidents no longer count toward the 25 voting membership limit.
  – Councillors cannot hold more more than one vote or vote by proxy.
  – No member of the Corporation may be prohibited from attending a Council, under Meeting of Delegates proceedings.

• Changes to Referenda:
  – Matters that are rejected by referenda can’t be added to a GM or Council Meeting of Delegates agenda for some number of months.
• Town Halls — what used to be termly GMs and the Fall AGM will be replaced with town hall meetings which are Q&A panels with Executives, Chair of the Board, and Speaker of Council.
  - These town halls will allow engagement and debate and will create recommendations to Council and Board that must be considered.
  - Have at other institutions shown to increase participation and interest substantially.

• Honorary Membership — will be determined by Council or a GM.
STILL BEING DEBATED:

• Changes to Executives
  – Should Council be able to impeach an executive at the recommendation of Board?
  – Should VP’s be voting members of both Board and Council? Just Board?

• Adjusting Fees
  – Changes to fees beyond CPI, but below a set cap should be approvable by Council (e.g., Council may increment fees by no more than 5% per annum).

• Election (or removal) of Directors
  – Should at-Large members be directly elected?
  – Should there be a nomination process for Councillor or At-Large Directors which would see recommendations made by Board and selection by the out-going Council for the incoming Board.
    • Note: anyway this happens the Outgoing Council has to ratify the incoming Board, otherwise a GM has to be called to do so.
  – The Act last year was amended to provide, under Section 127.2, that directors can be removed by 50%+1 of meetings of delegates.
    • Task Force intended to set the threshold for removal of non-executive directors at 2/3rd of Council.
STILL BEING DEBATED:

• Changes to GMs:
  – If GMs get called should Councillors be able to proxy more than one vote for any members of their constituency (we are thinking of capping this in the range between 30-100 somewhere)
  – Online voting for requisition GMs?
    • How does it work? Should it be post hoc or ”live”/during the GM debates?
    • Should we use referenda for the decisions instead and have the GM ratifies them?

• Changes to Referenda:
  – Should referenda be used to approve any fee increases greater than the the Council fee increment cap?
  – What are the limits of Referenda?
  – Strengthening recall referenda. How do we do it? Should it be done… ie. Should it be easier to remove an Executive or Councillor?

• How do we improve GM (or future Town Hall) Engagement generally? Making motion submission easier, increasing advertisement, making more accessible agendas.
CURRENTLY: BYLAW & PROCEDURE RE-WRITES