Present: Christos Lolas (Chair), Deanna Priori (Secretary), Sacha Forstner (Assistant Secretary), Brian Schwan, Sarah Wiley, Caleb Voskamp, Fatema Boxwala, Tomson Tran.

Absent: Suzanne Burdett (non-voting).

Phone-In: Alexander Wray, Jana El Khatib, Tristan Potter

CALL TO ORDER

The special meeting of the Board of Directors assembled at 18:00 in SLC 1106. President Christos Lolas took the Chair, and Vice President Internal Deanna Priori acted as Secretary, with Sacha Forstner taking minutes on her behalf as Assistant Secretary. The Chair verified that the meeting was properly constituted in accordance with the Corporation’s bylaws, policies, and procedures, that due notice had been given to all members, and that a quorum was present.

The Chair called the meeting to order at 18:08.

I. APPROVAL OF PROPOSED BYLAW CHANGES

Board raised from the table a motion by Forstner and Tran to approve the bylaw changes proposed by the Bylaws Cleanup Committee, as amended by the Board at the September 29th regular meeting.

Wray and Potter move to amend the final revision of the bylaws to strike the requirement that Students’ Council approve future bylaw amendments regarding themselves and elections, and to instead require that Council be consulted on such amendments in a non-binding fashion.

Wray presented his amendment, cautioning the Board against giving Council veto-level power over amendments to their own powers or existence. In particular, Wray cited uncertainty that Council governance was the most effective structure for the organization, and the importance of allowing the Board, with its fiduciary duties, to be able to make future changes with the consent of a General Meeting.

Directors were generally divided on the amendment, with some noting that, in the current version of the proposed amending formula, the Board would retain control over changes to the amending formula itself, and so could arguably make a case for revoking Council’s role in the process at such a time as it became necessary. Arguments against the change cited the importance of Council as a representative body, the social license and proportionality emerging from elections contrasting with the structure of the General Meeting, and the optics of making this amendment in light of recent presentations to Council regarding the proposed formula. Those in favour of the change cited the importance of Board retaining full power over the bylaws, low turnout in Council elections, and the perceived social license arising from General Meetings.
It was agreed that the Board was too divided to make a fair decision on this matter.

*Tran and Priori* move to refer Wray’s amendment to the Annual General Meeting. *Carried.*

Upon referral, the exact text of Wray’s amendment was as follows:

**Resolved,** Board amends Section XV. Amendments on page 28 of the circulated bylaws package, by striking lines 9 through 11, and amending lines 6 through 8 to read: “Amendments to IV. Dues, IX. Students’ Council, and X. 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 amending lines 12 through 14 to read “Amendments to III. Membership, V. General Meetings, XII. Elections and Referenda, XIV. Membership in External Political Organizations, and XV. Amendments, will only take effect once ratified at a General Meeting of the Corporation.”

*Schwan and Tran* move to amend the final revision of the bylaws to replace the duties of the General Manager with the text circulated.

Schwan confirmed that he had discussed Board’s concerns raised on September 29th with the General Manager, and was confident that the proposed text was an accurate reflection of that Officer’s duties.

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

The exact text of Schwan’s amendment was as follows:

**Resolved,** Board amends Section X.G General Manager beginning on page 20 line 33 of the circulated bylaws package, by replacing all the text until page 21 line 12 with:

In conjunction with the relevant Executive, the responsibilities of the General Manager shall include:

1. Providing organizational cohesiveness, continuity, and historical perspective;
2. Oversight of human resources;
3. Oversight of all financial aspects of the organization;
4. Providing forward-thinking and tactical leadership to mitigate risk in all of the organization’s activities;
5. Ensuring that the organization plans, sets, and achieves strategic objectives.

Discussion resumed on the proposed bylaw changes, focusing on the voting rights of full-time staff members. Lolas provided the Board with staff feedback on the proposed change, noting a general preference to keep voting rights, particularly votes in General Meetings, but only on issues that affect staff directly.

*Forstner and Tran* move to amend the final revision of the bylaws to strike the right of staff to vote in elections and referenda, to sign petitions, and to nominate candidates for Councillor and Executive positions.
Directors expressed mixed opinions on Forstner's amendment. Those opposed cited the importance of preserving staff relationships, and trusting their vested interest in the well-being of the Corporation, combined with their professional knowledge of student issues. Those in favour stressed the importance of prioritizing student voices on issues ahead of Feds-specific knowledge, as well as the principle of social license in a democratic structure. It was also noted that staff are explicitly told not to publicly take sides in elections or referenda, so voting is one of the few ways they can have a say.

*Lolas and Schwan* move to split the question to separately vote on the removal of staff votes in elections, staff votes in referenda, staff rights to sign petitions, staff rights to nominate Councillors, and staff rights to nominate Executive. *Carried.*

*The question was called regarding the removal of staff rights to vote in elections, and it failed.* Noted in favour: Boxwala, Forstner.

*The question was called regarding the removal of staff votes in referenda, and it carried.*

*The question was called regarding the removal of staff rights to sign petitions, and it carried.*

*The question was called regarding the removal of staff rights to nominate Councillors, and it carried.*

*The question was called regarding the removal of staff rights to nominate Executives, and it carried.* Noted abstention: Wray.

After all amendments, the text of Section III.B in the revised bylaws package circulated read, beginning on line 28 and ending at line 33:

> Full-time staff may, unless otherwise specified in the Procedures or By-laws of the Corporation:
> 1. Vote in elections and general meetings of the Corporation;
> 2. Nominate a candidate for election to the position of Director of the Corporation.

Directors asked additional questions regarding the requirements for the approval of fees collected from third-party organizations. It was clarified that Feds does not have the authority to approve or collect student fees.

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

Board heard a motion to ratify Sacha Forstner as the recording secretary of Board under the new bylaws, pending their approval at a General Meeting.

*Priori and Schwan. Carried.*
Board heard a motion to empower the President and the Chair of the Board to make all necessary formatting changes to the bylaws for presentation at the General Meeting, including renumbering of the bylaws as appropriate, based on the template circulated.

Forstner stressed the importance of ensuring that the article and section numbers in the version approved at the General Meeting reflect the version to be used long-term, in order to avoid multiple conflicting versions of the bylaws in different sets of minutes.

_Wray and Lolas. Carried._

**II. ANNUAL GENERAL MEETING AGENDA**

Board heard a motion to approve the agenda for the 2016 Annual General Meeting, as presented.

_Priori and Lolas._

_Priori and Lolas move to amend the General Meeting agenda to strike “appointment of the auditors.”_

Lolas explained that, due to human resources circumstances, an RFP process for the auditor was not initiated this year. As the General Meeting’s approval is not required to carry on with the same auditor, it makes sense to strike this item from the agenda.

Lolas assured the Board that an RFP process will be initiated for the selection of the subsequent year’s auditors.

_The question was called on Priori’s amendment, and it carried._

_Forstner and Boxwala move to amend the General Meeting agenda such that item d reads “Approval of the Minutes and ratification of ________ as Secretary.”_

Forstner expressed concern with the current General Meeting record-keeping process, and the lack of consistent record-keeping standards throughout the organization as a whole, arguing that having a Secretary present at the meeting would allow for efficient minute-taking. Lolas explained that the current process is the result of some students asking for straightforward summary minutes, and others asking for verbatim records.

It was agreed that, beyond the date, time, and place of the meeting, adequate minutes should contain a list of attendees, text of decisions made, and general arguments in favour and opposed to each motion.

_The question was called on Forstner’s amendment, and it carried._
Forstner and Lolas move to amend the General Meeting agenda such that the previously tabled bylaw subamendment regarding Section XV is appended to item h as a pending amendment. Carried.

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

The final content of the General Meeting agenda was as follows:

- a. Call to Order
- b. Comments from the Chair
- c. Approval of the Agenda
- d. Approval of the Minutes and Ratification of _______ as Secretary
- e. Receiving the Auditor’s Report and Financial Statements
- f. Bylaws Review Presentation
- g. Motion to Ratify Bylaw Amendments (BIRT the current Federation of Students bylaws be revoked and replaced with the Board of Directors’ amended bylaws as presented.)
  - i. Proposed amendment to the amended bylaws (BIRT Article <Section XV> Section <Subsection A> of the proposed new bylaws be amended by striking Clause <lines 9 through 11>; and BIFRT Clause <lines 6 through 8> be amended to read “Amendments to IV. Dues, IX. Students’ Council, and X. 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 BIFRT Clause <lines 6 through 14> be amended to read “Amendments to III. Membership, V. General Meetings, XII. Elections and Referenda, XIV. Membership in External Political Organizations, and XV. Amendments, will only take effect once ratified at a General Meeting of the Corporation.”

Board heard a motion to set October 26th at 16:00 as the deadline for the submission of proxies.

Lolas and Priori. Carried.

ADJOURNMENT

Having concluded all business on the agenda, the meeting adjourned at 19:50.