Present: Alexander Wray (Chair), Deanna Priori (Secretary), Sacha Forstner (Assistant Secretary), Christos Lolas, Brian Schwan, Caleb Voskamp, Suzanne Burdett (non-voting), Tristan Potter

Absent: Fatema Boxwala, Jana El Khatib, Sarah Wiley, Tomson Tran

CALL TO ORDER

The regular meeting of the Board of Directors assembled at 18:00 in SLC 1106. Alexander Wray, Chair of the Board, 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 18:07.

I. EXECUTIVE UPDATES

Vice President Education Wiley
Lolas delivered Wiley’s update on her behalf. The Stakeholder Relations Officer has been hired internally, and as a result the Research and Policy Officer role will soon be vacant. Future discussions will come to Board regarding the future of the RPO position.

Vice President Internal Priori
The University has launched an inclusive washrooms initiative, in response to pressures from Feds’ GLOW service. Further updates on other matters to come in other business.

Vice President Operations and Finance Schwan
The new website continues to move forward for an early winter launch.
Due to minor issues with system reporting, Spring term actuals will be delivered in November.
The new point of sale system will launch in International News on Saturday the 29th of October.
The vacancy in the Marketing Department has been filled with the hiring of a new campus life specialist.
Gradual progress is being made on risk management, though most of the work so far has been research. A draft procedure should be ready for December.

President Lolas
For the remainder of the term, the Stakeholder Relations Officer will be doubling as the Research and Policy Officer.
The update on Long Range Plan implementation requested by the Board in September has not been prepared due to issues of immediate urgency that arose regarding the University’s proposed sexual violence policy and the SLC/PAC Expansion negotiations.
The General Meeting is coming soon, and Marketing is working hard to ensure quorum is achieved. Elections nominations will soon launch as well. Due to time constraints, the Long Range Plan implementation update requested by the Board has been delayed.

II. APPROVAL OF THE MINUTES

Board heard a motion to approve the regular session minutes from the September 29 2016 regular meeting.

*Forstner and Schwan. Carried.*

Board heard a motion to approve the minutes from the October 12 2016 special meeting.

*Potter and Priori. Carried.*

III. AUDITED FINANCIAL STATEMENTS 2015-2016

At Schwan’s request, Board agreed to discuss this item in confidential session.

IV. NEW BOARD PROCEDURE

Board heard a motion to approve the proposed procedure on the removal of directors by a General Meeting, as presented, as a new Board Procedure, pending ratification of the revised bylaws at the 2016 Annual General Meeting.

*Forstner and Potter.*

Forstner presented the proposed procedure, which would govern the process by which General Meetings debate the removal of Directors from the Board in accordance with Article 7 of the revised bylaws. Forstner highlighted the proposal’s principles of procedural fairness and mutual respect.

Directors expressed general support for the proposal, albeit with some concern regarding a provision that would allow the mover to deliver a two-minute rebuttal to the Director up for removal. It was generally agreed that evenness in the debate was important.

*Wray and Schwan* move to amend the proposed procedure to strike item 2.c. *Carried.*

Discussion continued on the proposed procedure. Directors asked questions about the requirement that an executive deliver the Board’s statement in the event that the Board proposes the Chair for removal, and about whether either the Director or the member proposing removal could dedicate their time to witnesses and third-party speakers at the meeting.
A concern was expressed that it would reflect poorly on the Corporation to have the Board itself propose the removal of a Director, particularly in light of past suggestions from the Corporation’s Legal Counsel regarding the Board’s ability to suspend Directors.

*Wray and Voskamp* move to table the motion and amended procedure to the November 9th meeting of the Board, pending feedback from the Corporation’s legal counsel. **Carried.**

**V. CHANGES TO BOARD PROCEDURE**

Board heard a motion to approve changes to Board Procedure 18, “Director’s Code of Conduct, Conflict of Interest, and Confidentiality,” as presented, pending ratification of the revised bylaws at the 2016 Annual General Meeting.

*Forstner and Lolas.*

Forstner presented his motion, which would rename Procedure 18 to be “Director’s Code of Conduct,” expand its underlying principles, and establish a process for managing behavioural breaches and conflicts of interest. Forstner highlighted the current lack of a clear process for handling conflicts of interest, and stressed that, in his opinion, these amendments will mitigate a risk to the Corporation currently not being addressed.

Directors expressed concerns with the amendments, relating to the wording of the guiding examples in the appendix, and the challenge of suspending Directors from Board activities, regardless of the situation. Wray highlighted the fiduciary obligation of Directors to serve, and drew attention to the fact that the Board has been able to handle perceived conflicts well in the past.

*Potter and Schwan* move to table the motion to the November 9th meeting of the Board, pending feedback from the Corporation’s legal counsel. **Carried.**

**VI. BOARD PROCEDURE REVIEW SCHEDULE**

Wray withdrew the motion presented. He then updated the Board on his efforts to develop a review schedule for Board procedures, highlighting the procedures on Fee Increases, Board Meetings, and the Budget as immediate priorities, and issues relating to record-keeping, strategic planning & management, and governance scheduling as broader critical objectives. The Board was asked for input regarding the tracking of procedural review.

Directors discussed the importance of regular procedural review, and noted that the schedule is meant to especially pertain to the Procedures whose last recorded review date was in 2009, or otherwise more than three years previous. It was generally agreed that the Chair and President are free to develop a process for review that works well for them, provided they follow the general requirements specified in Board Procedure 1.

Wray committed to distributing the schedule to the Board for feedback.
VII. OTHER BUSINESS – STUDENT LIFE ENDOWMENT FUND

Priori updated the Board on the status Student Life Endowment Fund, which is a fund owned and administered by the University under the auspices of Feds’ governance. There is a plan to change the composition of the SLEF Committee, which requires approval by the SLEF Board. However, two members of the Feds Board of Directors need to sit on the SLEF Board, and those appointments have not been made.

Board heard a motion to fill two vacancies on the Student Life Endowment Fund Board.

Alexander Wray and Caleb Voskamp were nominated and acclaimed to the seats.

*Priori and Lolas. Carried.*

VIII. CONFIDENTIAL SESSION

Having concluded all business on the regular agenda with no other business arising, it was moved that Board enter confidential session.

*Schwan and Potter. Carried.*

*Board enters confidential session at 19:18.*