Federation of Students
BOARD OF DIRECTORS
June 27, 2016, SLC 1106

Present: Alexander Wray (Chair), Deanna Priori (Secretary), Sacha Forstner (Assistant Secretary), Christos Lolas, Brian Schwan, Sarah Wiley, Jana El Khatib, Tomson Tran, Tristan Potter.

Phone-In: Suzanne Burdett (non-voting).

Absent: Caleb Voskamp, Fatema Boxwala.

CALL TO ORDER AND BOARD TRAINING

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 under the Corporation’s bylaws, policies, and procedures, that due notice had been given to all members, and that a quorum was present.

The Board heard a training presentation from the Federation of Students’ legal counsel, Gary Flaxbard, regarding the role of a Director, the Board’s standard of care, liabilities, insurance and protection, and the special considerations necessary for student not-for-profits.

The Chair called the meeting to order at 19:12.

I. APPROVAL OF THE AGENDA

Forstner raised a point of order regarding the fact that approval of the agenda was not included as an agenda item, and requested that “Spring Board meeting dates” be added to other business for discussion.

The Chair found the point of order to be well-taken, and found unanimous consent for adopting the agenda with the amendment included.

II. EXECUTIVE UPDATES

Vice President Education Wiley:
Wiley informed the Board that she is continuing to work on all academic and government advocacy priorities, while expressing excitement that her budgets have received endorsement by Council. Next week, she will largely be out of the office due to an OUSA planning conference.

Vice President Internal Priori:
Priori recently met with all of the student society presidents. The Campus Life Director went to a nationwide conference and obtained valuable knowledge for the benefit of Feds. All Council committees under the Internal portfolio have been filled. Priori is currently looking into developing a new volunteer appreciation procedure, and is looking forward to an upcoming Feds beach trip.
Vice President Operations and Finance Schwan:
Implementation of the new POS system has been tentatively pushed to September for the Accounting Department, and October for the Commercial Services, in order to guarantee readiness for the change across all units. The dates are being evaluated to ensure that the timing for the change is optimal. The Community Kitchen is nearly ready, and Feds should receive the keys on Friday. Schwan is also looking into updating the part-time staff training manuals within the Commercial Services.

President Lolas:
Lolas reported that the SLC/PAC Renovation Project is nearing design completion, and that discussions are currently underway to determine what parts of the Student Life Centre will need to be shut down at what times in order to accommodate the construction. A full-time position in Orientation has become vacant due to a temporary secondment within the University, and options for filling the vacancy are currently being evaluated. Those options include filling the vacancy for the secondment only with someone internal to the University and/or Feds, or filling the vacancy with a short-term temporary contract. Lolas committed to providing a further update at the next meeting.

III. APPROVAL OF THE MINUTES
The Board heard a motion to approve the minutes from the regular session of the meeting on May 30 2016.

Forstner and Lolas. Carried.

IV. UPDATE FROM THE BYLAWS CLEANUP COMMITTEE
The Chair updated the Board on the progress of the Bylaws Cleanup Committee. A read-through of half of the bylaws has been completed, and contents in need of rewriting have been identified in every section thus far.

Board heard a motion to refer the “referendum bylaw amendment” tabled at the 2016 March General Meeting to the bylaws cleanup committee for potential consideration in its final report.

Forstner and Potter.

Forstner and Potter move to amend the motion to change “refers the ‘referendum bylaw amendment’” to “refers consideration for the ‘referendum bylaw amendment’”, and “to be considered for inclusion in the final report” to “to be included in its final report.”

Forstner explained that this amendment was intended to shift the effect of the motion from one which would refer a specific motion to the BCC, to one which would refer to BCC a responsibility of general consideration and eventual reporting.

The question was called on Forstner’s amendment, and it carried.
Discussion ensued regarding the nature of the motion. Forstner explained that the proposal was intended to be technical in nature – that the BCC was tasked with considering non-structural amendments to the Feds bylaws, and was being prevented from fully accomplishing that due to the fact that the referendum bylaw amendment was a matter before Board. Forstner also mentioned that the BCC was considering several, more general amendments to §VI of the bylaws that might potentially affect consideration of this topic.

Directors expressed general concern regarding the scope of the amendment, and its place within the BCC’s terms of reference. It was generally agreed upon that the broad principles underlying the expectations for the referendum bylaw amendment be articulated first by Board, while the Committee would primarily focus on determining the appropriate language for the amendment, as well as any other general amendments to §VI, subject to limits of the Committee’s mandate.

*Potter and Lolas move to table further discussion of the motion to a future meeting at the discretion of the Chair. Carried.*

At tabling, the exact text of the primary motion was as follows:

**Resolved**, that consideration of the “referendum bylaw amendment” tabled by the 2016 March General Meeting, be referred to the Bylaws Cleanup Committee for inclusion in its final report to Board.

V. CANADIAN INTERNS ASSOCIATION

Wiley raised a concern regarding the decision of the Board on April 14, 2016, to provide financial sponsorship to the Canadian Interns Association. Wiley’s concerns included the limited overlap between the mandates of the Association and the Federation of Students, and the Association’s unwillingness to grant Wiley a seat on their Board, in spite of the fact that her predecessor was granted a seat, which he still holds. Lolas provided further background, explaining that funding was previously given to the Association within the scope of the VP Education portfolio, but recently met the conditions for requiring Board approval. Approval was given following a review of the organization and subsequent endorsement by Students’ Council.

Directors expressed disappointment with the situation, and concern that the Board had previously misunderstood the scope of the Association’s efforts and the potential benefit to Waterloo students. There was general agreement that it was necessary to determine whether money had been given to the Association in conjunction with the April 2016 Board decision, and whether the Corporation might face any legal exposure should the Board choose to rescind that decision.

Board heard a motion to temporarily withhold payment to the Canadian Interns Association pending the provision of further information to the Board by Wiley.

*Forstner and Potter. Carried.*
VI. OTHER BUSINESS – SPRING MEETING DATES

Board discussed potential dates for meetings in July and August. Consideration was given to the necessity of approving the 2016-2017 operating budget, and the timing of the August meeting with respect to the Corporation’s financial obligations regarding Orientation and Welcome Week.

Board heard a motion to hold a regular meeting at 17:30 on July 14th.

Forstner and Schwan. Carried.

Board heard a motion to hold a regular meeting at 15:00 on August 3rd.

Wray and Schwan. Carried.

VII. OTHER BUSINESS – DESTRUCTION OF GENERAL MEETING BALLOTS

Board heard a motion to destroy the ballots from the 2016 March General Meeting Directors’ Election.

Wray and Schwan. Carried.

VIII. CONFIDENTIAL SESSION

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

Wray and Schwan. Carried.

Board enters confidential session at 20:10.