Federation of Students
BOARD OF DIRECTORS
September 29, 2016, SLC 1106

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

Absent: Fatema Boxwala, Jana El Khatib, Suzanne Burdett (non-voting)

Phone-In: Tristan Potter

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 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. EXECUTIVE UPDATES

Vice President Education Wiley
Feds has been heavily pushing student housing issues in the media lately, engaging with provincial and city officials to discuss the matter. Following a recent discovery that Feds has no formal membership agreement with OUSA, they are in the process of drafting one, and are currently awaiting feedback from the lawyer. The Academic Affairs Commission has recruited an Associate Commissioner, Teaching Awards. Recruitment of the Stakeholder Relations Officer is entering its final stage.

Vice President Internal Priori
Welcome Week was successful – particularly the carnival, which had over 4800 attendees. Get Involved Week was similarly well-attended, with participants citing great interactions with students. Overall, sponsorship agreements were signed well beyond the initial target of $30000, with the carnival being the most sponsor-heavy event.

Directors asked questions regarding the procedures or restrictions in place regarding sponsors, particularly in light of student housing concerns. Priori indicated that, beyond a management rule to avoid sponsorships from credit card, beer, or liquor companies, sponsors are solicited based on experience and good judgement.

Vice President Operations and Finance Schwan
The Bombshelter Pub has seen a near-unprecedented growth in its sales compared to previous years, and has been adjusting its projections and staffing levels to compensate. Wasabi’s launch has been receiving strong positive feedback as well.
Due to the launch of the NAV system for accounting, the end-of-term finance update for Spring likely won’t come to the Board until October. However, NAV has been officially launched on the back end, and while there are some minor issues to be resolved, it appears to be functioning well. International News will launch the system on the front-end on October 11th during the Fall Break, and the Bombshelter Pub is expected to launch in December due to its higher volume.

The process for an updated Part-Time Staff Training Manual has begun, with a survey to be sent to all part-time staff shortly. The update of the Risk Management Procedure is behind, but will be started soon.

Directors asked questions regarding the causes of the boom in Fall sales, and the prospect of sustaining that success. Schwan cited millennial culture, Orientation Week promotions, and new marketing initiatives, but admitted it will be difficult to determine the real cause until some market research has taken place at a later date. In the meantime, the commercial services are seeking to adapt to the higher traffic volumes through the installation of new sales terminals, higher staffing levels, and predictive inventory tools using the new Point of Sale system.

Schwan committed to working with the Director of Commercial Services to follow up with the Board on this matter at a later date.

President Lolas
Orientation Week ran smoothly, albeit with some minor wrinkles resulting from the new Orientation schedule.
The WPIRG referendum called by Students’ Council has concluded, with 27% of the student body voting and 82% voting in favour of removing the fee.

II. APPROVAL OF THE MINUTES

Board heard a motion to approve the regular session minutes from the meeting on August 3, 2016.

Voskamp and Tran. Carried.

III. FALL MEETING DATES

Lolas led a discussion of potential Fall Board meeting dates, highlighting the need for a special meeting to approve the agenda for the Annual General Meeting.

Board heard a motion to hold regular meetings on October 24th 2016 at 18:00, November 9th 2016 at 11:30, and December 6th 2016 at 18:00, as well as a Special Meeting on October 12th 2016 at 18:00 to approve the agenda for the Annual General Meeting.

Wray and Lolas. Carried.
IV. ANNUAL GENERAL MEETING 2016

Board heard a motion to hold the Annual General Meeting of the Corporation on October 27\textsuperscript{th} 2016 at 17:00, with the Initial Notice to be delivered to all members on September 30\textsuperscript{th} 2016, and the deadline for the submission of proposals for the meeting to be on October 7\textsuperscript{th} 2016 at 23:30, and to task the President with promoting the meeting to the membership.

Lolas confirmed that the proposed dates were in accordance with the restrictions in the bylaws.

\textit{Lolas and Schwan. Carried.}

V. EXCEPTION TO BOARD PROCEDURE 26

Board heard a motion to suspend Procedure 26, Risk Management Committee, until April, subject to the restrictions circulated, and to task the VP Operations and Finance with updating the Corporation’s risk management practices.

Forstner drew attention to the fact that the existing Procedure 26 does not constitute an adequate risk management framework, and Schwan’s ongoing effort to overhaul the Corporation’s practices regarding risk. Schwan agreed that an ineffective risk structure is worse to have in place than no formal structure at all, and confirmed that the new procedure should be ready by April.

\textit{Forstner and Schwan. Carried unanimously.}

VI. REVIEW OF OLD PROCEDURES

Board heard a motion to task the Chair with, by October 31\textsuperscript{st}, developing a 20-month schedule for the review of procedures past their mandatory review date.

Forstner drew attention to the fact that, despite the three-year review process for Board Procedures specified in Procedure 1, most Procedures were last established or reviewed in April 2009. A review schedule for these procedures, running from November 2016 to April 2018, will guarantee the review of every procedure while spreading the review out enough so as to not exert undue pressure on future Boards.

Wray expressed his support for the motion.

\textit{Forstner and Wiley. Carried.}

VII. LONG RANGE PLAN IMPLEMENTATION UPDATE

Board heard a motion to task Executive Board with preparing a mid-year update on Long Range Plan implementation in time for the October regular Board meeting.

Forstner presented his motion, citing the Board’s oversight role in the strategic affairs of the Corporation as a rationale.
Directors asked whether this update is meant to be mid-year or mid-cycle, specifically referring to Lolas’ plans to conduct a mid-cycle review of the Long Range Plan, but doubts it could be completed by October. Forstner confirmed that Executive Board would have the discretion to choose what to put in the October update.

Directors discussed the possibility of adapting the procedure on Executive Action Plans to include details regarding the Long Range Planning process.

_Forstner and Lolas. Carried._

Board heard a motion to recess for five minutes.

_Wray and Lolas. Carried._


**VIII. PROPOSED BYLAW REVISIONS**

Board heard a motion to approve the revisions to the bylaws recommended by the Bylaws Cleanup Committee, as presented, pending ratification by a General Meeting.

_Forstner and Tran._

Wiley discussed the bylaw revisions regarding agreements with external political organizations, drawing attention to the fact that the OUSA bylaws require 90 days’ notice to leave, but also refer to a membership contract, which Feds does not currently have, but will soon.

_Forstner and Wray move to amend the final revision of the bylaws to include a series of technical amendments previously circulated by Forstner. Carried._

_Schwan and Lolas move to amend the final revision of the bylaws between page 20 line 34 and page 21 line 9, to make changes to the role of the General Manager._

Schwan presented his set of proposed changes to the duties of the General Manager in the bylaws. Directors expressed concerns regarding the removal of references General Manager’s role in maintaining office standards, as well as the ways in which the role’s scope differs from that of the Executive. It was agreed that alternative language was needed specifying the General Manager’s role in providing leadership and tactical oversight to mitigate risk.

_Forstner and Schwan move to refer the text of the amendment to Schwan, provided he report back with a final version at the October 12th Special Meeting of the Board. Carried._

_Forstner and Schwan move to amend the final revision of the bylaws on Page 13 Line 10 by inserting a section on the removal of directors, as previously circulated by Forstner._
Forstner presented his amendment, citing its alignment with the Corporations Act, the principle of basic accountability, and a provision allowing the Board to establish procedure to regulate the terms of a removal debate.

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

_Forstner and Wray_ move to amend the final revision of the bylaws on Page 12 between Lines 11 and 12 by inserting requirements regarding open Board meetings, as previously circulated by Forstner.

Directors discussed the proposed amendment in light of the potential for increased legal risks to Board members and to the Corporation, drawing attention to the fact that any bylaw amendment of this nature is likely to be permanent and the procedures for accurately assessing risk are not currently in place.

_Schwan and Forstner_ move to table further discussion regarding open Board until April or such a time as the Board may otherwise specify, pending completion of the new risk management procedures. _Carried._

Discussion continued regarding the proposed revisions. The Chair informed the Board of concerns by an absentee member regarding changes to the referendum process. Wray affirmed that the proposed changes are meant to prevent bias in question formation, and that requisitions can still compel the Corporation to hold a referendum. The Board discussed the appropriate role of the bylaws in ensuring fairness in referenda, citing concerns about possible risks or poor service to students in the event that biased questions are asked.

_Forstner and Wiley_ move to amend the final revision of the bylaws on Page 24 Line 5 to read “Formation of unbiased and fair questions.” _Carried._

_Potter and Wray_ move to amend the final revision of the bylaws by striking Page 4 Line 30.

Potter presented his motion, which would strip full-time members of votes in elections, referenda, and General Meetings, but would still allow them to sign petitions and nomination forms.

Directors expressed concerns with the amendment, citing the inconsistency of being allowed to sign nomination forms but not vote in elections, and the power that a General Meeting has to affect the life of a staff member. It was suggested that perhaps staff should be stripped of votes in elections and referenda, as well as the ability to sign petitions and nominations, but still allowed to vote at General Meetings. Lolas committed to obtaining staff feedback on the prospect of vote-stripping.

_Forstner and Lolas_ move to table further discussion on Full-Time Staff votes to the special Board meeting on October 12th. _Carried._
Discussion resumed on the proposed revisions. Attention was drawn to the proposed amending formula, for which the Board expressed general enthusiasm.

*Forstner and Wray* move to table final approval of the revised bylaws to the special meeting on October 12th. *Carried.*

At tabling, the final text of the motion was as follows:

**Resolved,** Board approves changes to the Federation of Students’ By-laws, pending discussion by the Board regarding the duties of the General Manager and the voting rights of Staff members, as well as ratification at the Annual General Meeting, subject to the following amendments:

*On Page 1, Line 15, change the text to read* “Board of Directors (Board), as defined...”  
*On Page 1, Line 17, change the text to read* “Students’ Council (Council), as defined...”  
*On Page 2, Line 1, replace* “petition” with “written request.”  
*On Page 2, Line 29, change the text to read* “and Part-Time Staff...”  
*On Page 7, Line 14, replace the current text with* “A requisition as defined in §1(A), Definitions.”  
*On Page 13, Line 10, insert the following:*  

J. Removal of Directors  
(1) In accordance with Section 67 of the Act, any Director, excluding an Executive, may be removed from office by a two-thirds vote at a General Meeting, provided the proposal for the Director’s removal was submitted in accordance with the requirements for the submission of proposals specified by these by-laws in §V, General Meetings.  
(2) Following the successful removal of a Director, the General Meeting may, by majority vote, elect a new Director to fill the vacant seat.  
(3) All votes to remove Directors shall take place by secret ballot. The Board may establish additional Procedure to regulate the process by which a removal motion is debated.

*On Page 17, Line 16, change the text to read* “must be a full member of the Corporation and eligible to sit on the Board...”  
*On Page 18, Line 2, change* “balance” to “balanced.”  
*On Page 18, Line 30, strike the word* “Preparing.”  
*On Page 20, Line 18, replace* “the” with “a.”  
*On Page 21, Line 21, strike* “non-Executive.”  
*On Page 21, Line 24, replace* “ensuring” with “Ensure.”  
*On Page 23, Line 19, replace the current text with* “A requisition as defined in §1(A), Definitions.”  
*On Page 24, Line 5, change the text to read* “Formation of unbiased and fair questions.”  
*On Page 28, Line 11, add* “,and ratified at a General Meeting of the Corporation.”
Further Resolved, the Board tasks the Chair and the President with creating the appropriate communication materials and final edited version of the bylaws to be presented at the Annual General Meeting no later than the deadline of submissions for the meeting.

IX. CONFIDENTIAL SESSION

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

*Schwan and Lolas. Carried.*

*Board enters confidential session at 20:36.*