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

Phone-In: Fatema Boxwala*, Sarah Wiley.

*Arrived Late

CALL TO ORDER

The regular meeting of the Board of Directors assembled at 15:00 in SLC 2122. 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 15:10.

I. EXECUTIVE UPDATES

Vice President Education Wiley

Wiley informed the Board that she had nothing to report due to presently being on holiday.

Vice President Internal Priori

The Welcome Week schedule has been finalized, and event marketing is about to begin. Numerous sponsorships have been secured for the Week. Meetings occurred with a group on the Architecture Campus called BRIDGE, who are looking to create a loan library service for tools and materials. Discussions also touched on a variety of student issues, including student fees. The Fall Service Coordinators have been hired. Strategic Planning in Society Relations has begun, with particular attention being paid to Society engagement and satellite campuses.

Vice President Operations and Finance Schwan

Wasabi was ready to launch ahead of schedule, and has therefore been in operation for over a week. The Fall will bring a hard launch, which will include significant promotional efforts and events. All other operations are normal – the auditors are almost finished, and the rollout of the new POS is still on schedule as previously reported.

President Lolas

Plans for Orientation Week are being finalized. Election planning for the Winter has begun. Council called a referendum pertaining to the WPIRG fee, which will be held in the last week of September. SLC/PAC discussions continue, and the Bylaws Cleanup Committee is nearing the end of its project.
II. APPROVAL OF THE MINUTES

Board heard a motion to approve the minutes from the regular session of the meeting on July 14, 2016.

Forstner and Potter. Carried.

III. CHANGES TO BOARD PROCEDURES

Board heard a motion to revoke and replace Board Procedure 1 with the content presented.

Forstner and Potter.

Forstner explained that the purpose of the motion was to address flaws in the current version of Procedure 1. This would be achieved by clarifying the relationship between Board Procedures and the Policies of the Corporation, developing a clear review process for all procedures, and establishing a system of accountability in instances where following procedure contradicts the Corporation’s interests.

Potter moves to amend §A1 of the proposed replacement procedure to replace “with the exception of everything regulated by Students’ Council as per the bylaws” with “within the jurisdiction of the Board,” and §B4 to strike “on the Feds website.”

The Chair seeks unanimous consent for Potter’s amendment. Carried.

Lolas moves to amend §B4 of the proposed replacement procedure to replace “publicly available” with “available to all full members of the Corporation.”

The Chair seeks unanimous consent for Lolas’ amendment. Carried.

Lolas expressed concerns about the language in the proposal regarding the role of Council Policies in shaping Board Procedures. In particular, the concern was that future Boards would interpret procedural development as constrained by Policy, and consider Policy before considering the Charter of the Corporation.

Lolas moves to replace §A5 of the proposed replacement procedure with “To the fullest reasonable extent, consideration will be given to the Policies of the Corporation set by Students’ Council in the development of Board Procedures.”

The Chair seeks unanimous consent for Lolas’ amendment. Carried.

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

Board heard a motion to approve Procedure 29, The Executive Action Plan, as a new Board Procedure.
Forstner and Potter.

Forstner presented his second motion, stressing that the purpose of the procedure was fundamentally to ensure accountability, and to assist Directors in their oversight of the Corporation’s strategic direction. The Executive would still be empowered to approve their own action plans under the proposed procedure, but the Board would have the opportunity to discuss the plans prior to publication.

Potter moves to amend §6 of the proposed procedure to replace “published on the Feds website” with “made available to the full membership.”

The Chair seeks unanimous consent for Potter’s amendment. Carried.

Discussion ensued on Forstner’s motion. Directors discussed the role of Executive Action Plans as strategic devices, marketing tools, and elections accountability measures. It was generally agreed that having the action plans be publically available would ensure accountability to interested members, and would also provide a valuable tool to possible future executive candidates.

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

IV. CHANGES TO THE BYLAWS

Board heard a motion to amend §XII(A) of the Federation of Students Bylaws, by replacing “Students’ Council and the Executive shall be elected in the week before Reading Week, during the month of February,” with Elections for Students’ Council and the Executive shall take place in the Winter term before Reading Week of each year, with the exact date determined by Council”; and to instruct Council to select the exact dates for elections by November 1, 2016.

Lolas explained that the purpose of the amendment was to allow elections to take place earlier in the Winter in order to accommodate student schedules and maximize voter turnout, as has been recommended by Students’ Council. He also clarified that, based on consultation with legal counsel, if passed, the change will not take effect until ratified at a General Meeting, as it concerns the method of selecting the executives.

Lolas and Voskamp. Carried.

V. CAPACITY CANADA PROPOSAL

Lolas presented a proposal from Capacity Canada, a Not-for-Profit organization that assists other not-for-profit boards with developing their governance practices. They are a local organization, and come to us recommended by other local contacts. The proposed training program will be half a day, likely in September. Directors expressed general enthusiasm for the idea, asking questions about similar organizations and budgetary allowance. Lolas indicated that there are residual funds allotted for governance training that can be spent on this session, and that he has been unable to find a
similar organization tailored to not-for-profit boards that offers training at any comparable price.

VI. OTHER BUSINESS

Forstner expressed disappointment with the decision to handle the selection of the Elections & Referenda Officer, Elections & Referenda Committee, and the Elections & Referenda Appeals Committee in confidential session, stressing the fact that these appointments were powers delegated by Council, and highlighting the importance of an open dialogue between Board and Council.

Wray responded to Forstner’s concerns by drawing attention to the limited timeframe available to advertise the nominations, and the fact that it would not have been reasonable to have nominees show up and present themselves to the Board on such short notice. Due to the reliance on written applications, and the sensitive nature of the Fall referendum question demanding conversations about the relative neutrality of nominees, it was determined the appointments ought to be made confidentially.

VII. CONFIDENTIAL SESSION

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

Lolas and Schwan. Carried.

Board enters confidential session at 16:02.