Board of Directors Regular Meeting

Regular Session:

Territorial Acknowledgement

Pursuant to Federation Policy 50, *Indigenous Engagement and Inclusivity*, the Federation’s Board of Directors acknowledge:

The University of Waterloo is on the traditional territory of the Neutral, Anishnaabeg, and Haudenosaunee peoples. The University of Waterloo is situated on the Haldimand Tract, land promised to the Six Nations, which includes six miles on each side of the Grand River.

Approval of Meetings

MOTION: *Be it resolved* that the Board approves the minutes of the special budget meeting held on August 23rd, 2018 and the regular meeting on August 1st, 2018 (August_1st_2018_public.pdf).

Executive Updates

FOR INFORMATION: *Be it resolved* that the Board receives the following verbal reports:

- Vice President Education (Gerrits)
- Vice President Student Life (Richardson)
- Vice President Operations & Finance (MacMillan)
- President (Wu)

Business Arising from the Minutes

MOTION: *Be it resolved* that the Board tasks the President, Vice President of Operations & Finance, and Secretary to draft referendum language for the Legal Service approved-in-principle by Students' Council. — Seneca Velling & Tomson Tran (supporting documentation).

MOTION: *Be it resolved* that the Board adopts the Board Annual Plan. — Richard Wu & Seneca Velling

MOTION: *Be it resolved* that the Board adopts the proposed Board procedure to comply with Policy 51, *Value-for-Money*, as amended by the Vice President of Operations & Finance and General Manager. — Kurt MacMillan & Seneca Velling (updated version: KM Value for Money Procedure.docx)

General Orders

INFORMATION: Finalized proposal of the bylaw and procedural recommendations to the Board of Directors and Students' Council by the Board's Task Force for General Meeting Engagement and Council of Delegates Reforms. — Members of Task Force

*Note*: no voting will be held on the bylaws or procedures recommended to Board at this meeting; the meeting will present the Task Force's work and a special meeting will be called for the purposes of deliberation on this matter specifically.

INFORMATION: Adoption of new Freedom of Information & Secrecy in Corporate Governance Policy. — Richard Wu & Seneca Velling (supporting documentation).

INFORMATION: Changes to Students' Council Procedure and impact on corporate policy. — Richard Wu & Seneca Velling (supporting documentation).

MOTION: *Be it resolved* that the Board tasks the Chair, prior to the next regular meeting, to develop procedure pertaining to the bylaw amendment process which is consistent with Article 14: Amendments which ensures appropriate consultation with and approval, if applicable, from Council; *Be it further resolved* that the Board shall not approve further bylaw amendments...
until such time as the aforementioned procedure has been developed; and **Be it further resolved** that the Board decides to remain actively seized on the matter. — Richard Wu & Seneca Velling (*supporting documentation*).

**DISCUSSION:** Council recommends the Board amend procedure to make the Marketing & Communications and IT budgets public, and adopt the following motion: "**Be it resolved** that the Board adopts the recommendation by the Students' Council to move the Marketing & Communications and Information Technology Budgets to the Public General Operating Budget; and **Be it further resolved** the Board tasks the Secretary and Chair to draft a written response to Council." — Tomson Tran & Seneca Velling (*supporting documentation*).

**DISCUSSION:** Council recommends the Board adopt the following motion: "**Be it resolved** that the Board adopts the recommendation by the Students' Council to fund the salary and associated expenses of the Director of Commercial Operations out of commercial operations cost centres; and **Be it further resolved** that Vice President of Operations & Finance shall make the necessary changes to shift the aforementioned expenditures towards the Commercial Services budget no later than the end of the current fiscal year." — Tomson Tran & Seneca Velling (*supporting documentation*).

**DISCUSSION:** **Governance Review** Public-Access Status. — Seneca Velling

**Other Business**
Federation of Students’ Annual Plan
Board of Directors
Chairperson Velling & President Wu

Based on the Board’s recommended direction, three top organizational priorities were selected from each of the following thematic categories: Governance, Accountability & Transparency, Commercial Operations & Business Practices, Finances and Human Resources, General Strategy, and Organizational Transition.

**Governance Goals:**

1. Establish and support a robust committee process for in-depth discussion and review of delegated topics. Transfer greater responsibilities to the Board’s committees and ensure committees report directly to Board. By taking full advantage of committees to tackle issues outside of the Board room, discussion in the boardroom will remain strategically oriented.

2. Developing reasonable connections between Board and Students’ Council to balance Council’s popular mandate with the Board’s responsibility for the corporate stewardship.
   a. Assess opportunities for joint-committees and working groups between corporate governance and student governance.

3. Supporting an empowered Students’ Council to ensure accountability of the Board while protecting the Annual General Meeting (AGM) of the corporation.
   a. Continuing to examine and implement recommendations of the Task Force for General Meeting Engagement and Council Reform to enhance accessibility of the AGM and promote greater direct representative powers of Council.
   b. Advocate for reforms to the policy and bylaw amendment process to ensure a framework exists for Board-Council dialogue, research-informed decision making, and member consultation.

**Accountability & Transparency Goals:**

1. Supporting greater accessibility of Federation information, particularly that which pertains to governance, member dues and finances, and commercial services.
   a. Ensure minutes are an accurate reflection of debate and codify all decisions. Minutes and agendas, as well as attachments, should be posted in a timely manner for the membership. Summary of public actions should be made accessible to the Students’ Council and membership periodically.
      i. Thresholds for when decisions are deemed in need of consultation or publication (beyond the record of debate) should be established.
   b. Improving student awareness and publicizing digests of what the corporation (via the Board, Council, and Executive) is doing. Establish comprehensive
communication guidelines for communicating when decisions made by the Board warrant public notice or consultation.

c. Communicate changes to member dues in a manner that explains the nature of such changes and justifies such action.

2. Strengthen elections, referenda, and survey participation. The student union is only as strong as its membership enables it to be; promoting engagement in student government builds trust and ensures accountability of elected officers.

3. Improve accountability of the Executive Board to the Board of Directors by implementing regular summaries of actions or decisions for more comprehensive updates on organizational activity.

**Commercial Operations & Business Practice Goals:**

1. Establish a long term vision for businesses aimed at financial sustainability. Develop a clear and consistent reporting of budgetary and financial matters to the Board of Directors.

2. Improving the accountability link between Feds owned and operated businesses to the shareholders. Publishing financial summaries for the membership to know how businesses are performing and learn long term strategies.
   
   a. Exploring what other student unions disclose in terms of commercial operations.
   
   b. Publishing clear business summaries and bottom lines.

**Finances & Human Resources Goals:**

1. Ensuring and communicating *Value-for-Money* in all operations and decisions. Pursuant to corporate Policy 51, *Value-for-Money*, passed by Students’ Council, the Board will be improving demonstration and communication of the value in the expenditure of member dues.

2. Proactively supporting staff and verifying operational and managerial expectations are met.
   
   a. Provide opportunities for senior management to present to Board on matters of strategic interest.
   
   b. Facilitate staff comfort and trust in the Board, as a responsibility for Directors.

**Organizational Transition Goals:**

1. Improve transition, including in length and extent of training provided to Directors.
   
   a. Establish an *ad hoc* committee to explore best-practices and history of transition for the Board and compile recommendations for implementation by the Board to improve the process in the coming Fiscal Year.
   
   b. Explore methods to mitigate turnover risk, including the term of office for Directors.
   
   c. Introduce a checklist for transition of the Board and ensure Directors are familiarized with the staff structure, corporate structure, and accountability mechanisms in place.
d. Expand breadth of training for Directors (eg. financial, human resources, and legal). Introduce greater support and professional development for Officers of governance bodies of the Federation — particularly the Corporate Secretary and Chair.

2. Establish a global Feds Governance Calendar for the entire organization (Executives, Board, and Council) encompassing monthly deadlines and activities to keep the governance on-track and aware of forthcoming requirements.

3. Organize Board social events and team building opportunities to facilitate group dynamic and promote a strategic mindset.

**General Strategy Goals:**

1. Boost Feds identity and brand at Waterloo.

2. Improve engagement and lines of communication with staff, volunteers, and students for forward thinking and innovative ideas to advance. Better recognize opportunity costs for volunteer members and enable greater accessibility for off-campus and co-op students to participate.

3. Reforming Board practices.
   b. Develop metrics for follow-through on Board goals and to assess success in achieving the long term vision of the organization.
Note: this resolution is not part of the Annual Plan.

**Ad Hoc Committee on Organizational Transition:**

BIRT the Board of Directors authorizes the creation of the *Ad Hoc Committee on Organizational Transition* specifically to research recommendations for adoption by the Board to address organizational transition;

BIFRT the committee shall be comprised of the following peoples:
- a. The President as a resource member,
- b. The Chair of the Board as a resource member,
- c. Three (3) non-executive Directors,
- d. One (1) At Large Member,
- e. Including any other person(s) as deemed necessary by the committee;

BIFRT the committee shall elect its own chair who shall be neither the President nor the Chair of the Board;

BIFRT the scope of the committee shall be Board and Executive transition including:
- a. Research of best-practices,
- b. Transition content, training, and checklists,
- c. Techniques Cost-benefit-analysis,
- d. Assessment of current expenditures and recommended costing,
- e. Training of Officers, and
- f. Transition period;

BIFRT the committee shall consider the development of the Executive Action Plans and the Development of a Board Annual Plan as part of the transition process; and

BIFRT the committee shall present regular updates to the Board and shall deliver their recommendations for adoption by no later than January, 2018.
Value for Money

1. The Federation of Students strives to act in the best interest of students, which includes consideration of value for money.

2. The Board shall be responsible for ensuring any major expenditures or ongoing contracts are always capable of demonstrating superior value-for-money of that expense relative to comparable options.

3. Request for Proposal (RFP):
   a. Before entering into major contractual agreements, including contracts of duration over 5 years or $50,000, the Board shall conduct an RFP process, unless such a process is infeasible.
   b. The Executive Board shall determine some appropriate criteria to evaluate all proposals submitted in response to the RFP and have these criteria approved by Board before proposals begin to be evaluated.
   c. Such criteria shall, at minimum, include:
      i. Reputation of Company
      ii. History of prior contracts with the Federation
      iii. Capacity for the company to meet their requirements
      iv. Comparison to industry prices
   d. All proposals will be evaluated based on the approved criteria and the results of such will be presented to the Board of Directors.
   e. The Board of Directors shall use the RFP to select an appropriate vendor for effective and cost-effective completion of the project or contract.
   f. Upon the completion of contract negotiations and awarding of the contract with the selected proponent, the Vice President, Operations & Finance will communicate it in public Board minutes.

4. Review of Contractual Expenses:
   The Board of Directors shall review any ongoing year-over-year contractual expenses costing over $50,000 per year at least every five (5) years.

Comment [KM1]: Never reference numbered policy in other procedures
Comment [KM2]: From an accountability perspective, since Board approves the expenditure, then I believe Board as a whole should hold itself accountable with regards to their decisions in this area.
Comment [KM3]: Cannot publicize responses to RFPs. All bidders are also confidential. We can communicate only after awarding the winning bidder.
Comment [KM4]: This value is a material threshold for auditors.
Comment [KM5]: Wouldn’t these criteria be the basis for the RFP document and be determined before the RFP is posted?
Comment [KM6]: Refer to Board Procedure 7.
5. **Financial Reporting Requirements:**
The Vice President, Operations & Finance and the General Manager will present year-to-date actuals of the Corporation to the Board at the third regular Board meeting of every term.

6. **Reports to Council:**
At the end of each governing year, no later than April 30th, the Vice President, Operations and Finance shall be responsible for providing a report, written in conjunction with the Chair and President, for the Students’ Council which reviews the exercise of the Corporation’s functions and has regard for the value-for-money of member dues.

7. **Increments to the Dues Paid by Members:**
The President shall be responsible for notifying the membership of approved changes to member dues and Feds administered fees with a short description of their purpose. Such notice shall occur within thirty (30) business days of such an increment being approved by the Board of Governors.

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**Comment [KM7]:** This should be a Council procedure

**Comment [KM8]:** This happens already on our website in GM minutes and fee breakdown

**Comment [KM9]:** We should wait until approval from the BoG before notifying students as BoG has final say.

**Comment [KM10]:** This limits Board’s ability to do their job in the manner with which they may feel is most effective. Things change YOY for the benefit of the organization and as time moves on there may be a reason to suspend this. A Board takes their job seriously and wouldn’t suspend a procedure without good and well thought out reasons.

**Comment [KM11]:** Making the procedure not suspendable limits Board’s ability to do their job in the manner with which they may feel is most effective. Things change YOY for the benefit of the organization and as time moves on there may be a reason to suspend this. A Board takes their job seriously and wouldn’t suspend a procedure without good and well thought out reasons.