Federation of Students’ Board of Directors’ Minutes
SLC 1106, UNIVERSITY OF WATERLOO
Speaker: DIRECTOR WRAY  Secretary: DIRECTOR POTTER

ATTENDANCE

The following members were present:

- Barakat, Abdullah Mohamed
- Brieva, Antonio
- Burdett, Suzanne
- Clubine, Andrew
- Potter, Tristan Wesley Morris
- Schwan, Brian
- Tran, Tomson Huynh
- Wray, Alexander James David

The following members were absent:

- Gerrits, Matthew Douglas John*
- Gupta, Vaishnavy Sushilkumar
- Knight, Jill Leanne*
- Tang, Zhe Chong
- * excused

PRELIMINARIES

CALL TO ORDER

Director Wray called the meeting to order at 5:06 PM. The agenda as presented is attached.

EXECUTIVE REPORTS

REPORT OF THE VICE PRESIDENT, EDUCATION

The Vice President, Education met with the Ministry of Housing about housing issues for students, including a phone consultation with the minister’s office on the implementation of a standardized lease.

The Ontario Undergraduate Student Alliance has been visiting campuses across Ontario between labour day and now, there is one more coming up.
As well, they have been setting priorities for provincial lobby week. There will be an updated with the priorities that will put in front of decision makers.

The Coop Fee Review Taskforce is recruiting for a student advisory member. The Vice President, Education asked Directors to help market they position, and a member will selected by end of month. An initial report from the Cooperative Education department on the current status of the fee is expected soon.

Finally, the Vice President, Education has updated councillors and society presidents on the current state of the fall reading break. There is an informal group meeting to talk about how the University can provide a reading break without infringing on orientation. Feds is advocating for orientation to remain as-is throughout these discussions, and there is an intent to do more formal consultations.

**Report of the Vice President, Internal**

Not present, no urgent updates were presented.

**Report of the Vice President, Operations and Finance**

The Vice President, Operations and Finance has begun working with the departments on 2-3 year strategic planning. There has been good uptake from staff, and they are looking to finalize or be finishing up by the end of this calendar year.

They are also in the process of updating the health and dental plan, although there are many questions around the plan and OHIP+. Overall, plan management is healthy and the Vice President, Operations and Finance will be analyzing the plan more when the government releases concrete statements regarding out-of-province students. The Vice President, Operations and Finance plans to maintain the same terms, and analyze how OHIP+ impacts claims over the next year. They will continue to increase coverage to make sure students are still getting good value from the plan.

With regards to the Federation’s commercial services: the software upgrade being overseen by BDO is going well. The plan is in place and proceeding to plan. The team is aiming to be done by the beginning of November.

Finally, the Vice President, Operations and Finance reported that planning for the Annual General Meeting is going to plan, they are looking to increase participation and engagement.

**Report of the President**

The President has been mainly occupied with organizing the logistics around the Annual General Meeting. They reported that first notice had gone out, and that members had submitted some proposals (see attached).

In preparation for this meeting, the President consulted with the lawyer and the members to revise their proposals to fit within the constraints of the Corporations Act and the Federation’s bylaws and procedures. There will be more information on this with the discussion of the Annual General Meeting agenda.

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CONSENT

APPROVAL OF THE MINUTES

Be it resolved that Board approve the minutes from September 11, 2017. 
*Director Wray and Vice President Schwan.*

*Motion carries* unanimously.

PROCEDURE REVIEW COMMITTEE

Director Wray reported that the Procedure Review Committee had no new business to report, but that himself and the Vice President, Operations and Finance were investigating new budget and reimbursement procedures. They have doing research on other student corporations for inspiration. They aim to have a preliminary procedure for the November meeting.

REGULAR

APPROVAL OF THE GENERAL MEETING AGENDA

Be it resolved that the Board set the agenda for the October General Meeting as attached. 
*President Brieva and Director Wray.*

MOVE IN CAMERA

Be it resolved that Board move in-camera. 
*Vice President Clubine and Director Wray.*

Due to a lack of procedure around member proposals, and a wish to have an open discussion around the proposals that were submitted by members, Directors expressed a desire to move into camera.

*Motion carries* unanimously.

Public notes from in-camera session:

*Implementation of online voting*

The Board would like to have a defined framework for members to submit proposals, to ensure members proposals are compliant with the corporations bylaws and the Corporations Act.

The Board consulted legal counsel and worked with the member to create a compliant proposal, but the Board has some reservations around the factual content of certain
‘whereas’ statements in the proposal.

Resolution on the Pay Restructuring of Elected Officers of the Federation of Students

The Board asked the executives to leave the room.
After consulting legal counsel, the Board has a number of concerns around the legality of the proposal, as well as with the conflicts of interest presented by the members presenting the proposal.
The Chair invited the executive to return.

MOVE OUT OF CAMERA

Be it resolved that the Board move out of camera at 6:31PM
Vice President Clubine and Vice President Schwan.
Motion carries unanimously

TASK FORCE ON GENERAL MEETINGS

Be it resolved that Board ammend the agenda to include the Task Force on General Meetings Proposal after the proposal on online voting.
President Brieva and Vice President Schwan.
This task force will investigate engagement, electronic ballots, structure, the role of council, and the relationship between referenda and general meetings.
There was some discussion around the membership, but no changes were made.
Motion carries unanimously.

REMOVE CHAPTER 14: AMMENDMENTS

Be it resolved that Board omit ‘Chapter 14: Ammendments’ from the new bylaws presented for approval to the General Meeting.
Director Wray and Vice President Schwan.
Motion carries unanimously.

The motion is now to approve the full agenda as attached.

Motion carries unanimously.

OTHER BUSINESS

There was no other business.
ADJOURNMENT

Be it resolved that the Board adjourn until the next meeting.
Director Tran and Vice President Schwan.

With no new business the meeting was called to adjourn at 6:47 PM.

Motion carries unanimously.
Federation of Students
Board of Directors
Thursday, 2017-10-05 at 5pm

Chair: Alexander Wray
Secretary: Tristan Potter

Expected Attendees: Antonio Brevia, Brian Schwan, Jill Knight, Andrew Clubine, Suzanne Burdett, Zhe Tang, Vaishnavy Gupta, Tomson Tran, Matthew Gerrits, Abdullah Barakat

Excused Attendees:

Regular Session
Executive Updates (Clubine, Knight, Schwan, Brieva)
- **For Information:** Vice President, Education
- **For Information:** Vice President, Internal
- **For Information:** Vice President, Operations and Finance
- **For Information:** President

Minutes of Meeting (Wray)
**Motion:** Resolved, Board approves the regular minutes of the meeting held on September 11, 2017.

Governance Items (Brieva, Wray)
**For Information:** Procedure Review Update

**Motion:** Resolved, Board sets the following agenda, including the order of items, for the Fall General Meeting:
1. Call to Order
2. Approval of the March 2017 General Meeting Minutes
3. Receiving the Auditor’s Report
4. Ratification of Bylaw Amendments
5. Member Proposal #1 – Online Voting
6. Member Proposal #2 – Pay Restructuring

Other Business
Agenda 2

Confidential Session
Minutes of Meeting (Wray)

Motion: Resolved, Board approves the confidential minutes of the meeting held on September 11, 2017.

Other Business
Implementation of Online Voting at General Meetings (GMs):

WHEREAS the Federation of Students (FEDS) should seek to best represent students democratically and transparently through the use of General Meetings to set policy priorities, ratify bylaws, and elect the Board of Directors,

WHEREAS the General Meeting is the most powerful tool to ratify changes in structure, policy, and bylaws of the corporation, yet it allows less than one percent (<1%) of students to dictate the rules and policies of the Federation of Students and this is inherently undemocratic and leads to a lack in accountable governance,

WHEREAS each voting member of the Corporation shall at all meetings be entitled to one (1) vote according to the Federation of Students Bylaws Section V, subsection E however these bylaws are routinely broken at every General Meeting due to safety protocols and practical physical space considerations of holding the General Meeting in the Student Life Center Great Hall.

WHEREAS General Meetings require a “quorum … consist[ing] of at least two-hundred (200) voting members present in person or represented by proxy” out of an undergraduate population of more than thirty-thousand (30,000) undergraduate students1,

WHEREAS the vast majority of the student population is disenfranchised by inability or lack of desire to participate in General Meetings2,

WHEREAS General Meetings may be unduly interrupted due to loss of quorum and this has severe negative repercussions on the operation of the Federation of Students,

WHEREAS the referenda and the election of Executives and Councillors are conducted through fair and open online voting,

WHEREAS numerous online shareholder corporations governed by the Corporations Act and the the Not-for-Profit Corporations Act3 (2010) use online shareholder meetings and online voting/proxy voting methods in Ontario and Canada to reach their shareholders across the province, nation, and globe,

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2 Students cannot attend principally due to student part-time employment, co-op work terms, late classes/labs, and other priorities in student life. Nearly twenty percent (20%) of students are on co-operative education work terms in the Fall term, and nearly twenty-six percent (26%) of students are employed during the Winter work term when General Meetings occur.

3 Not yet in force, implementation underway.
BIRT the Assembly tasks the Executive & Board of Directors to, in a manner consistent with the best interests of the Corporation and respecting the guidance of legal counsel where appropriate, implement a verifiable online voting and participation method for all decisions made in General Meetings through the vote.feds.ca platform; and

BIFRT the Board of Directors shall prioritize the establishment of a system which allows members to vote for at least seventy-two hours (72 hours, 3 days) post-hoc in relation to all primary items of business at the meeting; and

BIFRT the Board of Directors & Executive shall oversee development of this online voting in consultation with Students’ Council, and shall seek Council’s approval-in-principle of the method prior to its implementation, including the passage of related bylaws and bylaw amendments; and

BIFRT each shareholder of the corporation shall remain be entitled to one vote, which shall be cast either by physical or online ballot; and

BIFRT the aforementioned action shall be taken and completed prior to the 2018 Fall General Meeting; and

BIFRT the Executive shall provide Council with a progress update each academic term until completion.
Resolution on the Pay Restructuring of Elected Officers of the Federation of Students:

WHEREAS the University of Waterloo’s Federation of Students (FEDS) earn an average executive salary of nearly forty-eight-thousand dollars ($48,000.00 CAD) and benefits of nearly four-thousand-eighty dollars ($4580.00 CAD), one of the highest across Canada¹, levied on the nearly thirty-one-thousand (31,000) undergraduates² through the FEDS fee,

WHEREAS the Assembly acknowledges that the corporation is led by only four (4) executives, the second fewest of any student union’s leadership across Canadian universities,

WHEREAS paying executives ensures student leaders can effectively work full-time in the best interests of students at the university and attracts skillful students to these positions³,

WHEREAS the Board of Directors & Student Council receive no financial remuneration for services rendered to the corporation and student body for their term in office,

WHEREAS no compensation of elected officers should further increase student fees, the Assembly thus believes a moderate reduction of executive salary sufficiently allows for remuneration of other elected officers of the corporation, increasing the value of and engagement in student governance, without significantly reducing the appeal for skilled executives,

BIRT the Board of Directors shall, in the all future fiscal years, reduce the salary of the Executive officers of the corporation to thirty-eight-thousand-five-hundred dollars ($38,500 CAD), subject to annual increases not more than CPI; and

BIFRT the Assembly authorizes the Board of Directors to allot stipend payments to all non-Executive members of the Students’ Council of no more than $80.00 CAD per mensem⁴ (pm)

¹ Based on FEDS budget Actuals from the 2015/2016 and 2016/2017 Fiscal Years and the Students’ Council approved 2017/2018 Fiscal Year budget.
² Student Union Salaries Across Canada, Jack Hauen et al.; UBC’s The Ubyssey, Western University's Gazette, and the University of Toronto's Varsity: https://www.ubyssey.ca/features/student-union-executive-salaries-canada/
⁴ Executive Salaries were raised by Board of Directors under recommendation of the General Manager of the corporation in the past to attract skilled more capable individuals to the position.
⁵ Per month
for services rendered in representation of their constituents, development of organizational policy, and oversight of university institutions on behalf of the student body; and

BIFRT the Assembly authorizes the Board of Directors to allot stipend payments to all non-Executive members of the Board of Directors of no more than $120.00 CAD pm for services rendered to the corporation in the conduct of its operational affairs; and

BIFRT those non-Executive members who serve on more than one of these bodies shall be entitled to all remunerations, in the form of stipend, they may claim; and

BIFRT the Assembly tasks the Board of Directors to prepare such changes to the bylaws of the corporation as are necessary to implement this resolution in full.
Federation of Students

October 2017 Annual General Meeting Agenda

Tuesday, October 24 @ 12pm
SLC Great Hall

Chair Chris Lolas
Opening remarks from Feds President, Antonio Brieva

Agenda Items

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*Under section V. General Meetings of the by-laws, items 1 through 3 are required to remain in this order. Items 4 through 7 may be rearranged.
General Orders

1) Approval of the agenda

**Motion:**
BIRT the General Assembly approves the agenda.

2) Approval of the March 2017 General Meeting Minutes

**Motion:**
BIRT the General Assembly approves 2017 March General Meeting Minutes.

3) Receiving the Auditor’s Report

For Information

4) Ratification of Bylaw Amendments

**Motion:**
BIRT the General Assembly ratifies proposed amended bylaws as the new Bylaws of the corporation.

5) Feds General Meeting Online voting proposal

**Motion:**
WHEREAS the Federation of Students (FEDS) should seek to best represent students democratically and transparently through the use of General Meetings to set policy priorities, ratify bylaws, and elect the Board of Directors,

WHEREAS the General Meeting, the most powerful tool to ratify changes in structure, policy, and bylaws of the corporation, requires quorum of at least 200 members present in person or represented by proxy out of an undergraduate population of more than 30,000 undergraduate students\(^1\), thus allowing less than one percent (<1%) of students to dictate the rules and policies of the Federation of Students which can potentially lead to a lack in accountable governance,

WHEREAS the manner of General Meetings is prohibitive to effective student engagement, disenfranchising\(^2\) the vast majority of students by inability or lock of desire to participate,

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\(^2\) Students cannot attend principally due to student part-time employment, co-op work terms, late classes/labs, and other priorities in student life. Nearly twenty percent (20%) of students are on co-operative education work
WHEREAS each voting member of the Corporation shall at all meetings be entitled to one (1) vote according to the Federation of Students Bylaws (Section V, subsection E), however these bylaws are routinely broken due to physical space limitations3 of holding the General Meeting in the Student Life Center Great Hall,

WHEREAS General Meetings may be unduly interrupted due to loss of quorum and this has severe negative repercussions on the operation of the Federation of Students,

WHEREAS the referenda and the election of Executives and Councillors are conducted through fair and open electronic ballot voting process,

WHEREAS numerous online shareholder corporations governed by the Corporations Act and the the Not-for-Profit Corporations Act4 (2010) use online shareholder meetings and online voting/proxy voting methods in Ontario to reach their shareholders across the province, nation, and globe,

BIRF the Assembly tasks the Executive & Board of Directors to, in a manner consistent with the best interests of the Corporation and respecting the guidance of legal counsel where appropriate, implement a verifiable electronic ballot and participation method for all decisions made in General Meetings in compliance with the Corporations Act; and

BIFRT the Executive & Board of Directors shall oversee the development of any such electronic ballot and participation method in consultation with Students’ Council, and shall seek Council’s approval-in-principle of the method prior to its implementation, including the passage of related bylaws and bylaw amendments; and

BIFRT the Assembly recommends the Board of Directors explore a system, complying with the Corporations Act, which could allow members to vote either pre-hoc or post-hoc in relation to all primary items of business at the meeting; and

BIFRT each member of the corporation shall remain be entitled to one vote, which shall be cast either by physical or electronic ballot; and

BIFRT the aforementioned action shall be taken and completed prior to the 2018 Fall General Meeting; and

BIFRT the Executive shall provide Council with a progress update each academic term until completion; and

BIFRT the Assembly urges the Board of Directors to investigate and develop additional options for General Meeting reform and engagement, including but not limited to Meetings of Delegates in accordance with the Corporations Act.

3 The SLC Great Hall allows an occupancy of no more than 850 persons (Fire Code).

4 Not yet in force, implementation underway.
6) Task Force Proposal

**Motion:**

BIRT the General Assembly recommends that the Board of Directors strike a task force specifically to research feasible recommendations to address concerns around engagement at General Meetings and the potential role of Students’ Council as a Meeting of Delegates of the corporation, in compliance with the Corporations Act; and

BIFRT the General Assembly recommends that the task force shall be comprised of the following peoples:
1. The President,
2. The Chair of the Board,
3. The Speaker of the Council,
4. Two Directors,
5. Two Councillors,
6. One at-large member as chosen by the task force, and
7. Including any other people(s) as deemed necessary by the task force; and

BIFRT the General Assembly recommends the scope of the task force to include engagement in General Meetings and is limited to the following:
1. Electronic Ballots,
2. General Meeting engagements,
3. Structure of GMs, and
4. Role of Council and relationship with General Meetings; and
5. Relationship between Referenda and General Meetings

BIFRT the General Assembly recommends the task force to present their findings at the March 2018 General Meeting; and

BIFRT the General Assembly recommends the task force present regular updates to the Students’ Council and report their findings at the Winter 2018 General Meeting; and

BIFRT the General Assembly requests solutions and necessary bylaw changes to be prepared in time for the Fall 2018 General Meeting.

7) Feds pay Restructuring Member Proposal

**Motion:**

WHEREAS the University of Waterloo’s Federation of Students (FEDS) earn an average executive salary of nearly forty-eight-thousand dollars ($48,000.00 CAD) and benefits of nearly
four-thousand-eighty dollars\(^5\) ($4580.00 CAD), one of the highest across Canada\(^6\), levied on the nearly thirty-one-thousand (31,000) undergraduates\(^7\) through the FEDS fee,

WHEREAS the Assembly acknowledges that the corporation is led by only four (4) executives, the second fewest of any student union’s leadership across Canadian universities,

WHEREAS paying executives ensures student leaders can effectively work full-time in the best interests of students at the university and attracts skillful students to these position\(^8\),

WHEREAS the Board of Directors & Student Council receive no financial remuneration for services rendered to the corporation and student body for their term in office,

WHEREAS no compensation of elected officers should further increase student fees, the Assembly thus believes a moderate reduction of executive salary sufficiently allows for remuneration of other elected officers of the corporation, increasing the value of and engagement in student governance, without significantly reducing the appeal for skilled executives,

BIRT the Board of Directors shall, in the all future fiscal years, reduce the salary of the Executive officers of the corporation to thirty-eight-thousand-five-hundred dollars ($38,500 CAD), subject to annual increases not more than CPI; and

BIFRT the Assembly authorizes the Board of Directors to allot stipend payments to all non-Executive members of the Students’ Council of no more than $80.00 CAD per mensem (pm) for services rendered in representation of their constituents, development of organizational policy, and oversight of university institutions on behalf of the student body; and

BIFRT the Assembly authorizes the Board of Directors to allot stipend payments to all non-Executive members of the Board of Directors of no more than $120.00 CAD pm for services rendered to the corporation in the conduct of its operational affairs; and

BIFRT those non-Executive members who serve on more than one of these bodies shall be entitled to all remunerations, in the form of stipend, they may claim; and

BIFRT the Assembly tasks the Board of Directors to prepare such changes to the bylaws of the corporation as are necessary to implement this resolution in full.

8) Other Business

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\(^5\) Based on FEDS budget Actuals from the 2015/2016 and 2016/2017 Fiscal Years and the Students’ Council approved 2017/2018 Fiscal Year budget.

\(^6\) Student Union Salaries Across Canada, Jack Hauen et al.; UBC’s The Ubyssey, Western University’s Gazette, and the University of Toronto’s Varsity: https://www.ubyssey.ca/features/student-union-executive-salaries-canada/


\(^8\) Executive Salaries were raised by Board of Directors under recommendation of the General Manager of the corporation in the past to attract skilled more capable individuals to the position.
9) Adjournment