Federation of Students’ Board Agenda

Regular Meeting

SLC 1106, University of Waterloo

Chair: CHAIRMAN PLANTE  Secretary: PRESIDENT BEAUCHEMIN

ATTENDANCE

Please convey regrets to the Chair of the Board chair@feds.ca.

Expected Attendees:

- President Beauchemin
- General Manager Burdett+
- Director De Sousa
- Secretary Easton
- Vice President Fitzpatrick
- Vice President Gerrits

+ Non-Voting Resource Member

Expected Absences:

- Director Eyre*
- Director Parmar*

* Regrets

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Public Session

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Public Session

1.0 PRELIMINARIES

Adding items to the agenda requires a two-thirds vote.

1.1 CALL TO ORDER

The Chair calls the meeting to order at 6:00 PM.

1.2 APPROVAL OF THE AGENDA

The Chair assumes the Agenda.

1.3 TERRITORIAL ACKNOWLEDGEMENT

Pursuant to Federation Policy 50, Indigenous Engagement and Inclusivity, the Federation of Students’ Board of Directors acknowledges:

"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."

1.4 ORAL CONFLICT OF INTEREST DECLARATION

In accordance with Procedure 2, §II(6), the Chair poses the following question:

"In relation to any of the items of business on the agenda for this meeting, does any Director have an actual, perceived, or potential conflict of interest?"

1.5 REMARKS OF THE CHAIR

2.0 APPROVAL OF THE MINUTES

2.1 MAY 15 SPECIAL MEETING

Be it resolved that Board approve the public minutes of the May 15, 2019 Special Meeting as presented.

Submitted By: Secretary Easton and Chairman Plante

Note: Please refer to the draft minutes attached.
3.0 REPORTS

Motions arising directly out of a report, including to adopt recommendations in the report, may be considered immediately after the report without having to wait until later in the meeting. No action is required to receive a report. If the Board decides to adopt or accept a report, then it is endorsing the entire report and not just the recommendations, unless otherwise specified.

3.1 EXECUTIVE REPORTS

Each executive will provide an oral report.

1. **President** (Beauchemin)
   - Results of followup questions sent to the University regarding the impact of Policy 55

2. **Vice President of Operations & Finance** (Velling)

3. **Vice President of Education** (Gerrits)

4. **Vice President of Student Life** (Fitzpatrick)

3.2 COMMITTEE REPORTS

Each Committee Chair will provide an oral report.

1. **Executive Committee** (President Beauchemin)

2. **Ad Hoc Committee on Organizational Transition** (President Beauchemin)

3. **Ad Hoc Committee on GM Engagement** (President Beauchemin)

4. **Select Committee on Long Range Planning** (President Beauchemin)

4.0 BUSINESS ARISING FROM THE MINUTES

Business arising from the minutes is business carried on to a meeting from a previous meeting.

4.1 AMENDMENTS TO BOARD PROCEDURE 3

   **Be it resolved** that the Board adopt amendments to Procedure 3, *Director’s Code of Conduct*, as presented.

   Submitted By: *President Beauchemin*.

*Note:* Please refer to the proposed Procedure 3 amendments attached.
5.0 GENERAL ORDERS

5.1 AMENDMENTS TO BOARD PROCEDURE 12

Be it resolved that the Board adopt amendments to Procedure 12 under the revised name of, Executive Salaries and Contract, as presented.

Submitted By: Vice President Velling.

Note: Please refer to the proposed Procedure 12 amendments attached.

5.2 CONTINUING RESOLUTION FOR APPROPRIATIONS

Be it resolved that pending a continuing resolution on expenditure of member dues approved by the Students’ Council at its 17 August 2019 regular meeting, the Board approves continuation of funding at the same levels as the Spring 2019 Term approved budgets, less any amounts required to be reduced in the interests of the financial position of the Corporation;

Be it further resolved that the Vice President, Operations & Finance be expressly authorized to reduce, withhold, or limit funding and/or spending rates less than the Spring 2019 Term approved budgets, or where appropriate and reasonably necessary, increase such funding and/or spending rates as may be required in the interests of good business practice;

Be it further resolved that the President shall bring this resolution into force and effect within three (3) business days following the passage of the aforementioned continuing resolution on the expenditure of member dues being approved by the Students’ Council; whereupon, the Vice President, Operations & Finance shall execute this resolution and inform the appropriate staff of funding and any limitations on use of such funding;

Be it further resolved that this resolution shall hold force and effect not longer than the 30th of September 2019, or a sooner date set by the Students’ Council as condition to continuing resolution on the expenditure of member dues.

Submitted By: Vice President Velling.

5.3 EXECUTIVE REVIEW COMMITTEE

For Discussion: the Board will discuss an executive review committee including membership, purpose and timeline.

Submitted By: Director Town.

Note: Please refer to the Executive Review Committee Discussion document attached.
6.0 Other Business

Any Director may raise any item of concern during other business. Generally, long discussions without a specific motion before the Board should be avoided. A one-third (1/3) vote by the Directors present at the meeting is sufficient to postpone consideration of the motion to a future date.

Confidential Session

Be it resolved that the Board enters confidential session.

7.0 Preliminaries

7.1 Approval of the Agenda

The Chair assumes the Agenda.

7.2 Oral Conflict of Interest Declaration

In accordance with Procedure 2, §II(6), the Chair poses the following question:

"In relation to any of the items of business on the agenda for this meeting, does any Director have an actual, perceived, or potential conflict of interest?"

7.3 Remarks of the Chair

8.0 Approval of the Minutes

8.1 May 15 Special Meeting

Motion: May 15 Special Meeting confidential minutes.

9.0 Reports

Motions arising directly out of a report, including to adopt recommendations in the report, may be considered immediately after the report without having to wait until later in the meeting. No action is required to receive a report. If the Board decides to adopt or accept a report, then it is endorsing the entire report and not just the recommendations, unless otherwise specified.
9.1 **Executive Reports**

Each executive will provide an oral report.

1. **President** (Beauchemin)
2. **Vice President of Operations & Finance** (Velling)
3. **Vice President of Education** (Gerrits)
4. **Vice President of Student Life** (Fitzpatrick)

9.2 **Committee Reports**

Each Committee Chair will provide an oral report.

1. **Executive Committee** (President Beauchemin)
2. **Risk Management Committee** (Vice President Velling)
3. **Personnel Committee** (Vice President Velling)

10.0 **Business Arising from the Minutes**

*Business arising from the minutes is business carried on to a meeting from a previous meeting.*

10.1 **Staff Survey Report**

Motion: Staff Survey Report.

11.0 **General Orders**

11.1 **SLC Lease (1)**

Motion: Lease in the SLC building.

11.2 **SLC Lease (2)**

Motion: Lease in the SLC building.

11.3 **HST Remittance**

Motion: Remittance of HST to the CRA.
11.4 **Membership Management and Business Systems Strategy Plan**


11.5 **Discussion for In-Camera Session**

In-Camera Session

12.0 **Other Business**

Any Director may raise any item of concern during other business. Generally, long discussions without a specific motion before the Board should be avoided. A one-third (1/3) vote by the Directors present at the meeting is sufficient to postpone consideration of the motion to a future date.

**Public Session**

Be it resolved that the Board leaves confidential session.

13.0 **Announcements**

Fall Term Regular Meeting Dates
- Monday September 9 at 5:30p
- Thursday October 10 at 5:00p
- Friday November 8 at 5:00p
- Monday December 2 at 5:30p

14.0 **Adjournment**

Be it resolved that the Chair adjourns the meeting.
Federation of Students’ Minutes

SLC 1106, UNIVERSITY OF WATERLOO

Chair: President Beauchemin  Secretary: Secretary Easton

ATTENDANCE

The following members were present:

- President Beauchemin
- General Manager Burdett
- Director De Sousa*
- Secretary Easton*
- Director Eyre
- Vice President Fitzpatrick
- Vice President Gerrits
- Director Hunte*
- Chairman Plante*
- Vice President Velling
- Director Town*

* remote

The following members were absent:

- Director Parmar

Regular Session

PRELIMINARIES

CALL TO ORDER

A quorum being present, President Beauchemin called the meeting to order at 6:05pm.

APPROVAL OF THE AGENDA

The Chair assumed the agenda.
TERRITORIAL ACKNOWLEDGEMENT

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

“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.”

ORAL CONFLICT OF INTEREST DECLARATION

In accordance with Procedure 2 §II(6), the Chair posed the following question:

“In relation to any of the items of business on the agenda for this meeting, does any Director had an actual, perceived, or potential conflict of interest?”

Vice President Velling inquired if he would be considered in conflict with Procedure 13 amendments due to changes in the power of his office. President Beauchemin ruled that the duties he was performing were by ex-officio virtue of his office, and therefore he was not in conflict.

REMARKS FROM THE CHAIR

Special meeting procedures were reviewed by the Chair for Directors information.

GENERAL ORDERS

AMENDMENTS TO PROCEDURE 13

Be it resolved that the Board approves of amendments to Procedure 13, Fee Increases, as presented.

*Vice President Velling and Chairman Plante.*

Vice President Velling explained that bylaw changes are the reason for this update to procedure. He continued that changes to the overhead fee administration are included for Student Choice Initiative considerations, and that future contractual obligations must comply with this procedure. Finally, exemptions for inflationary adjustments have been added to the procedure.

Chairman Plante expressed support for the separation of insurance and non-insurance administered fees so the Board would have flexibility to ensure fees could be raised to reflect the cost of insurance premium increases.
Directors raised concerns with the concentration of power in the Vice President, Operations and Finance to unilaterally increase fees. Vice President Velling pointed out that this provision is only for administered fees for insurance programs and that CPI adjustments are important, because without them the real value of insurance contract is diminished.

Be it resolved that the Board enter confidential session at 6:18pm.
_Vice President Velling and Director Eyre._
Motion carries unanimously.

Be it resolved that the Board exit confidential session at 6:23pm.
_Vice President Velling and Director Eyre._
Motion carries unanimously.

An amendment was introduced as follows:

Be it resolved that Section III of the Procedure be amended so that it reads: The Vice President Operations & Finance must, once per fiscal year, increment the administered fees for insurance programs reflective of changes in the Consumer Price Index of Canada according to Statistics Canada for the calendar year immediately previous.

_Vice President Velling and Director Eyre._
Motion carries unanimously.

Voting on Main Motion, as Amended:

Motion carries with Vice President Velling notably abstaining.

**UPASS Fee**

Vice President Velling informed the Board of an increase of the UPass fee to $98.60, or approximately 5%, effective 1 September 2019, pursuant to contract with the Regional Municipality of Waterloo.

**Confidential Session**

Be it resolved that the Board moves into confidential session at 6:40pm
_Vice President Gerrits and Director Town._
Motion carries
Public Session

Be it resolved that the Board move into public session at 7:07pm.

Vice President Velling and Vice President Gerrits.

Motion carries

Adjournment

Be it resolved that the Chair adjourn the meeting at 7:08pm.

Vice President Fitzpatrick and Director Town.

Motion carries
DIRECTOR’S CODE OF CONDUCT

A. Scope and General Principles

1. This procedure shall apply to all voting and non-voting members of the Federation of Students’ Board of Directors.

2. As stewards of the Corporation, all Directors are expected to at all times act diligently and in good faith, with loyalty to the best interests of the organization, and a view to the furtherance of its objects.

3. Directors should also at all times be aware that they are representatives of the Federation of Students, and should not, through their conduct, damage the interests of or public faith in the Corporation and its Officers, or their fellow Directors.

4. All Directors will be required to annually complete and submit a Conflict of Interest and Confidentiality Declaration, which will be in congruence with the requirements of this procedure, to the Secretary of the Corporation upon their election or appointment to the Board. This shall be done prior to the incoming Director receiving any confidential information, or conducting any business as a Director of the Corporation.

B. Conflict of Interest

1. A Director shall be considered to have an actual, perceived, or potential conflict of interest, when the opportunity exists for the Director to use the authority, knowledge, or influence of the Board, or a committee or body thereof, for individual benefit or to preferentially benefit any individual or organization with whom the Director has a familial, personal, fiduciary, or financial relationship.

2. Directors who have an actual, perceived, or potential conflict of interest, with respect to any matter under consideration by the Board, or a committee or body thereof, shall declare the nature and extent of the interest immediately, withdraw from the meeting when the matter is being discussed, and refrain from taking part in any discussion or vote in relation to the matter.

3. When the Board, or a committee or body thereof, is of the opinion that a conflict of interest exists that has not been declared, the Board or committee or body may declare by resolution, carried by a simple majority of its members present at the meeting, that a conflict of interest exists and the Director thus declared to be in conflict shall withdraw from the meeting when the matter is being discussed and refrain from taking part in any discussion or vote in relation to the matter.
   a. A Director being thus declared is not allowed to vote in such a resolution
   b. In the case where a Director not found to be in conflict at one meeting is later determined to have been in conflict, within the same governing year, they shall immediately be subject to Section E. Breach of the Code of Conduct

4. Directors who become aware of an actual, perceived, or potential conflict of interest on the part of a fellow Director shall promptly and in confidence raise the issue for
clarification with the other Director, and request that the conflict be declared. If the fellow Director refuses to declare the conflict, the Director who is aware of the potential or actual conflict must immediately bring their concern to the attention of the Chair and the President.
C. Confidentiality

1. Directors will not disclose to any party or person, outside of the current members of the Board, any written or oral information or materials disclosed or provided to the Board deemed to be confidential by the Board.

2. Information deemed to be confidential by the Board will include, but not be limited to, matters related to: employee and personnel salary, benefits, appointment, promotion, demotion, performance evaluation, disciplinary action and/or grievance, and any other information or material obtained in confidential session of the Board.

3. Once a Director’s term ends, confidential information and material obtained during the Director’s term will remain undisclosed to any party or person. Notwithstanding the foregoing, this non-disclosure will be exempt where:
   a. Consent to do so has been obtained by resolution of the Board and by any affected party or person; or
   b. There is a legal right or duty to disclose; or
   c. Disclosure is compelled by process of law.

D. Breach of the Code of Conduct

1. Accusations that a Director has violated any part of this procedure will be referred to the Chair of the Board and the President. The Chair and the President shall be responsible for determining the most appropriate method to address the violation, including but not limited to a meeting with the Director in question, or referral of the matter to Board during in camera session.
   a. The Chair and President shall notify the accused of those accusations levelled at them and that an investigation will begin in a timely manner, not exceeding five (5) business days following the formal receipt of accusation. Such notice shall inform them of their rights listed under this procedure.
      i. The Chair and the President may dismiss a complaint if it is without substance, but must inform the Board of the nature of the complaint and their reasoning, without revealing against whom the complaint was made. This must happen in in camera session.
   b. The Chair and President shall investigate the accusation during a period not exceeding one (1) month from the date of notice given to the accused
      i. At minimum, information gathered from the complainant(s) shall include the nature of the breach, corroborating evidence for the accusation, and a statement as to the real and/or potential impact of the breach on the Corporation.
      ii. At minimum, the Chair and President shall request a statement regarding the accusations to confirm or deny any or all allegations levelled against the accused.
      iii. All information provided shall be kept confidential by all parties, notwithstanding any other procedures of the Board respecting access to information, unless otherwise indicated in this procedure.
   c. The rights of Directors under investigation for accusations of breach of the Code of Conduct include, but are not limited to:
      i. Appealing the decision of the Chair and President under confidential session (discussion must occur in camera),
ii. Access to all information regarding the accusation, except for the identity of the complainant(s), and

iii. If they feel it necessary, obtaining independent legal counsel.

d. The written decision of the Chair and President shall be provided separately to the complainant(s) and the accused. The decision shall explain whether the accusation was determined to be a violation of the Code of Conduct, and if applicable the severity or impact of the breach, real or otherwise, and what, if any, disciplinary action was deemed the most appropriate method to address the violation.

i. The written decision of the Chair and President shall be placed on the next regular meeting of the Board’s agenda under confidential session as an item “For Information”; all discussion shall occur in camera

e. The Chair and President shall, to a reasonable extent, respond promptly to all accusations and communications related to the matter by the accused or the complainant(s).

2. Directors may appeal the decision and/or the extent of disciplinary action deemed appropriate to address the violation at the next available regular meeting when the written decision is presented to the Board in accordance with s. D(1)(d)(i). A Director appealing the decision shall inform the Chair of their intent to appeal.

a. All appeals shall be brought before the Board during confidential or in camera session. The complainant and the accused shall recuse themselves from the Board room until a decision on the appeal is reached, unless requested to return for additional information.

b. The Chair shall separately invite the complainant(s) and the accused into the Board room to make their statements. Normally, only that information which was presented during the initial investigation will be considered by the Board.

c. The Board shall consider the appeal by reviewing the findings and evidence made in accordance with s. D(1) and shall determine if there is sufficient evidence to support the determination made. In addition, the Board shall determine if proper procedure was followed. The Board may overturn any decisions by a two-thirds (2/3) majority, or if new information has been presented, the Board may quash the disciplinary decision and refer the matter back to the Chair and President, with recommendations, for further review.

3. In the event that the President and/or Chair are accused of a violation or a shared violation of the Procedure, the matter shall be brought before the Board during in camera session. The Decision of the Board may not be appealed in this instance unless new information is presented within one business week of the Board’s decision.
Procedure 12, EXECUTIVE SALARIES AND CONTRACTS

Effective: TBD

Replaces: April 25, 2018

General

1. At a meeting to be held prior to the polling period of the General Elections of the Federation, the Board of Directors shall decide the executive salary levels for the upcoming fiscal year.

2. When considering executive salaries, the Board shall concern itself primarily with the Federation’s financial position for the upcoming fiscal year, as well as cost of living increases. The Board shall also consider the executive salaries in the context of other benefits or remunerations the executive may receive under the approved benefits package.

3. Normally, the Board shall consider changes to job responsibilities, description, or contract that have occurred in the past calendar year – including any changes to bylaw, policy, procedural and contractual obligations – in considerations of increments to the executive salaries. Any changes to executive contracts beyond the scope of bylaws, policies, procedures, and contracts shall be approved by the Board of Directors prior to consideration of any changes to the executive salaries.

4. The Board of Directors shall have the power to authorize any increase that is not greater than the Consumer Price Index for Canada (according to Statistics Canada for the calendar year immediately previous).

If the Board of Directors approves an increase to the executive salaries by an amount greater than the Consumer Price Index, then that decision must be ratified at a General Meeting or the Students’ Council. A motion for ratification of approved salary increases must be presented separately from all other increases. If the motion fails at the General Meeting or at the Students’ Council, the Board of Directors will reconsider the salary increase and may approve an amount not exceeding the Consumer Price Index for the preceding calendar year.

1. The Board of Directors shall review Executive compensation at least every three years. The compensation review will only consist of an evaluation of the job responsibilities and duties as outlined in the bylaws, policies, procedures, and contracts. The review is not an assessment of annual performance of any Executive.

2. Changes beyond those provided for in clause 4 shall be informed by a report solicited from the University’s Human Resources department, an appropriate third-party consultant, and/or a select executive review committee of the Board. The final report for the compensation review shall be made available to the membership of the Corporation.

Transitional Salaries and Honoraria

1. Outgoing Executives shall normally be retained for a period of at least two (2) weeks of the succeeding fiscal year as casual part-time employees, with a rate of pay commensurate with their former full-time executive salary, to provide transitional support to incoming Executives. Notwithstanding any other Procedures of the Board pertaining to part-time employment by the
Federation, the General Manager shall seek approval from the Chair of the Board prior to hiring the outgoing executives as casual part-time employees or the issuance of any transition honoraria to outgoing executives. Outgoing Executives retained as casual part-time employees may work no more than 20 hours per week without the approval of the Executive Committee. Executives who are retained as casual part-time employees shall be ineligible for any other form of transition compensation or honoraria.
Executive Review Committee Discussion

Purpose: to invite discussion about an executive review committee including membership, purpose and timeline.

Background: The Board Annual Plan, adopted on July 9, 2019, included an internal review of executive staffing structure as a governance objective.

Suggested committee structure

Core members:
2x director elected at board
1x councillor elected at council
1x at-large elected at council

Ex-officio resource members:
Speaker
Chair
President

Suggested committee purpose

• Investgate the current Executive Committee structure and prepare a report proposing either a new structure, recommending changes to the current structure, or advising to keep the current structure
• Investigate the current Executive roles, responsibilities and workload to include in the above report
• Investigate the efficacy of current Commissioners to include in the above report

Suggested committee timeline

• September 2019 - committee formed
• September 2019 to February 2020 - conduct research and develop report
• Board meeting February 2020 - present report findings and recommendations
• General meeting March 2020 - propose necessary changes for adoption