Federation of Students’ Board of Directors’ Minutes
SLC 1106, University of Waterloo
Chair: President Wu  Secretary: Secretary Tran

ATTENDANCE
The following members were present:

- Wu, Richard
- MacMillan, Kurt
- Richardson, Savannah
- Gerrits, Matthew
- Tran, Tomson
- Beauchemin, Michael
- Sesink, Hannah
- Velling, Seneca*
- Plante, Connor*
- Siemons, Jacob*
- Patricia, Duong*

* remote

PRELIMINARIES

CALL TO ORDER
President Wu called the meeting to order at 5:04 PM.

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.

APPROVAL OF THE AGENDA
Members of Board were concerned about why the Marketing & Communications Departmental budget was being presented in the Confidential Session. Vice President,
MacMillan noted that it can be part of the regular agenda, however advised that the Commercial Operations portion of this budget should be kept confidential in the interests of good business practice.

Be it resolved that Board moves the Marketing & Communications Departmental budget save for those portions pertaining to marketing of the commercial operations to the public session.

Director Plante and Chairperson Velling.

Motion carries with noted members Director Plante and Chairperson Velling in favour.

MINUTES OF THE MEETING

Be it resolved that Board approves the minutes of the Special Meeting held on July 27th, 2018 and the Regular Meeting on July 18th, 2018.

Chairperson Velling and Vice President, Richardson.

Motion carries unanimously

Regular Session

EXECUTIVE REPORTS

Vice President, Education (Gerrits)

The Vice President, Education noted that there was nothing new to report to the Board. Vice President, Education welcomed any questions.

Vice President, Student Life (Richardson)

The Vice President, Student Life noted that there was nothing new to report to the Board. Vice President, Student Life encouraged Directors to reach out for questions.

Vice President, Operations & Finance (MacMillan)

The Vice President, Operations and Finance reported he had no public session update. Chairperson Velling asked about the Council’s approval process of the Federation’s Operating budget. Vice President, MacMillan replied that the Operating budget had been developed and approved by the Budget & Appropriations Committee and was ready for Council’s approval. The Vice President, Operations and Finance noted that the budget will be electronically approved by the Council after a one week Q&A period.

President (Wu)

The President notified the Board he had no significant items to report. President requested the Board let him know if any questions arose.
BUSINESS ARISING FROM THE MINUTES

ACTION PLAN

Be it resolved that Board ratifies the Executive Action Plans

Be it further resolved that Board moves to have the Actions Plans presented together with the exception of the Vice President Education’s plan due to the conflict of interest of a Director with same plan.

Chairperson Velling and Vice President, Gerrits.

A change that Vice President, Richardson noted was that she will be meeting with Vice President, Operations and Finance instead of the President "to advance student-run services advocacy efforts".

Point of order: a point of order was raised as to whether each Executive should be voting for all the Action Plans or abstaining. The Chair ruled that each Executive shall recuse themselves from their own report.

Motion carries

EDUCATION ACTION PLAN (GERRITS)

Be it resolved that Board approves the following Action Plan for Vice President, Gerrits

Vice President, Gerrits and Vice President, Richardson.

Motion carries with noted members Vice President, Gerrits Chairperson Velling and Director Plante abstaining

STUDENT LIFE, OPERATIONS AND FINANCE, AND PRESIDENT ACTION PLANS (RICHARDSON, MACMILLAN, AND WU)

Be it resolved that the Board of Directors approves of the Executive Action Plans and authorizes final editorial and formatting changes to be made by the Executive Board for publication.

Chairperson Velling and Secretary Tran.

Chairperson Velling noted that action plans are a great tool to keep up with what executives are doing and where they intend to go. The Action Plans were long, but it wasn’t a problem since they were so well done! Director Beauchemin requested that the Action Plans label "reach goals" as such, as this would be beneficial for the membership. The Chairperson also noted that those items in the plans noted as "internal only" could be made public and should be made public to the membership. Chairperson Velling reiterated that he thought the action plans were excellent.

A Director questioned President Wu asking them what goals were carried over from the prior administration and what goals were unique to the President, Wu. President Wu replied that most of his action plan are unique, while the goals that have been carried over are noted in the action plan.
Director Duong asked how we can keep the Vice Presidents accountable to their action plans since they do not have time lines. Secretary Tran told Board that in past years, Board has asked for midterm reviews. There Board members would be able to have a questioning period where Board would ask about the progress of the action plans. Director Duong asked how the Action Plans were ordered (eg. by category, or highest priority, or likelihood of achievement). President Wu then replied with in the action plan they are not in order of priority, only categorized. Director Duong followed up by asking how we keep the goals tangible, and asked for Executives to provide some basis for estimated time of completion of each item. Vice President, Richardson then talked about her action plans, how she prioritizes them. Along with how some of them are on time lines. Vice President, Richardson and Vice President, Gerrits echoed how in their roles, there are many things that do not fall under the action plan, so it was not their only focus and the executive manage competing demands of their own goals, council directives, and Board procedural requirements. Director Duong then expressed her concern with what the overarching goals and priorities of the action plans are. Chairperson Velling offered that perhaps the Executive could have each of the goals tracked with an estimated percentage completion scale at the beginning and midpoint of each academic term. Vice President, Richardson replied noting that it was quite difficult to calculate the percentage of the action items completed and how doing so might create substantial burden by spending more time that could otherwise be spent working toward accomplishing action plan goals.

**Motion to Call the Question** by Director Sesink

*Director Sesink and Director Beauchemin.*

Motion carries

Motion carries with noted members Vice President, Richardson Vice President, Gerrits President Wu and Vice President, MacMillan abstaining.

**Be it resolved that** Board moves a suspension of procedure for the publication of Executive Action Plans to allow additional time for publication of the Action Plans to the membership due to plans having been late.

**Be it further resolved that** Executive Action plans shall be published within ten (10) days of this meeting date.

*Chairperson Velling and Director Sesink.*

Motion carries

*Secretary's Note:* the Board held an electronic ballot to permit Chairperson Velling to interpret days to refer to business days rather than the listed calendar days in the interests of professional publication. This ballot passed and the Chair authorized the executive to use less than or equal to ten (10) business days for publication of their Action Plans.

**COMMUNICATION FOR FEE CHANGES**

Board was informed that everything has been updated on the website and reflects the decrease and associated increases.
GENERAL ITEMS

LEGAL SURVEY REPORT

The Legal service will be a separate Feds Administered Fee through the StudentCare© Health & Dental plan that Feds already offers. There was a survey sent out to undergraduate members in January 2018. Originally this conversation started at Council where most of the Councilors agreed that it would be great for students to have access to legal advice and protection. Council determined that student demand needed to be measured prior to ordering the creation of or referring to a referendum the question of provision of legal service to students.

Director Duong expressed concern with over-representation of Science students and under-representation of International students. The Director noted that the later demographic might genuinely use such a service. Director Plante noted co-op students were significantly underrepresented in the survey as well. Director Duong also raised concern about the poor engagement in the survey by the student body as a whole. Chairperson Velling noted that the results were statistically significant and regression analysis indicated that, with the aforementioned exceptions, the data was fairly representative of the student body and offered a strong case for such a service. The Chairperson also noted that the survey would be up to referendum, so students would still have an opportunity to express their desire or lack thereof in a democratic mechanism.

Secretary Tran reminded Board how this was a Council issue first and that the Chairperson only inquired about the results casually. The Secretary believed that having these results returned to Council on the status of the project would be beneficial. He expressed support for Council approving a referendum for the service.

Vice President, Richardson asked how this service fits into anything in the organization’s vision, Action Plan, or Long Term Plan. There should be more thought about how this should be done and what direction the organization should take on this matter.

On a different note, Vice President, Richardson also stressed how in the survey most of the participants did not want to pay more than $18, and that the Executive now know the service will likely be $24 per academic term.

Secretary’s Note: For reference the Feds Health Plan was currently $165.00 per annum and the Feds Dental Plan was $141.18 per annum; both plans are offered through StudentCare©. For more information see: https://feds.ca/fees

Chairperson Velling spoke to how this service fits into the scope of the Long Range Plan’s service to students and evaluating their needs. The Chairperson also identified that Vice President, Richardson was correct that Board needed to explore how to include this in the Board’s Annual Plan. Chairperson Velling stressed that this was a service on behalf of the students and one which he and many other Councillors had campaigned to deliver. Therefore, having Council provide a green-light to proceed on a Legal Service Referendum would be wise. Chairperson Velling also noted that some people may not use the service themselves but might pay the fee for other to use the service as this was an insurance program.

President Wu talked about the concerns about the financial side of the service. The
President recounted that the survey had asked students if they would pay $18+, but now knowing it will be $24, how many students would be happy about an additional fee. President Wu did mention that some Councilors are asking why we do not have this service in committees. The President noted he believed the service was of value, but that it begs the question whether it was worthwhile given the cost. Therefore, this service should be explored further and more information should be gathered on student opinion. A final decision could eventually be made with all the information available. Chairperson Velling noted that if this was the desire of the President then referral to Council, as a representative body of students, was a reasonable course of action.

**Be it resolved that** the Board of Directors refers the Legal Survey results to Students’ Council for consideration;

**Be it further resolved that** the Board seeks approval-in-principle for the creation of a Legal Service;

**Be it further resolved that** the minutes of the Students’ Council deliberation and decision shall be returned to the Board for discussion.

*Chairperson Velling and Director Beauchemin.*

The Vice President, Student Life noted that she was opposed to the wording of the motion, as it sounded off putting and provided bias in favour of support for the service. Vice President, Richardson requested to amended the motion to seek only consultation and feedback and allow be brought back to Board for further consideration.

**Be it resolved that** the motion been replaced with:

**Be it resolved that** Board refers the legal survey result to council for consultation and feedback that will be brought back to Board.

*Vice President, Richardson and Vice President, Gerrits.*

**Motion was unfriendly** and will proceed to a vote.

Chairperson Velling spoke against the amendment saying that Board should be keeping in mind precedence of Council. We should not be moving things so they only fit Board’s domain.

Vice President, Richardson stated that she supported consultation with Students and Council, but believed this decision should be made by Board and did not see why legal service should be referred to Council. Chairperson Velling rebutted that this motion was originally drafted to get a better understanding of the needs of the students and there was no better institution in judging their wishes than their elected representative body. Secretary Tran also highlighted that this matter began with Council and Council has bylaw authority to approve services. Chairperson Velling confirmed that approval of services was done by Council per precedent, and even the Feds Health & Dental insurance plans sought approval-in-principle from Council prior to Board approving the contract. The Chairperson also noted that in the prior Winter term the Executive Committee had referred a new Racialized Students’ Service to Council for approval, and concurred with Secretary Tran that precedent should be respected.

President noted that debate had been exhausted and moved to a vote.
Motion fails with noted Director Beauchemin and Chairperson Velling opposed, the amendment was not adopted.

After the amendment vote failed, debate returned to the original question. Director Plante asked some clarification questions on how the referendum would occur and procedures around calling one. Vice President, Gerrits stated how there’s many ways for a referendum to occur (majority of Board or Council, or being ordered by a General Meeting). Vice President, Gerrits emphasized that the goal was not to go to immediate referendum now, only to get more input to move forward. Vice President, Gerrits stated the question on contract approval would return to Board.

With no more debate, the motion proceeded to a vote.

Motion carries with noted Chairperson Velling, Director Plante, and Secretary Tran, in favour of the motion.

Policy 51, Value-for-Money, and Proposed Board Procedures

This new corporate policy was brought to Board as it sets requirements for onus on the organization to prove value-for-money of expenses and ongoing year-over-year contracts. Director Plante and Chairperson Velling drafted a procedure outlining potential language to comply with the policy. This procedure would set standards for what should be considered and required in the proof of the value-for-money as it pertains to member dues. The Chairperson requested that this procedural draft be directed to Vice President, Operations and Finance and General Manager for amendments before being considered at Board.

Be it resolved that Board refers to Vice President, MacMillan and General Manager Burdett examination and amendment of the proposed Value-for-Money procedure under consideration of the policy requirements and bring it back to the next regular Board meeting.

Chairperson Velling and Director Plante. Director Duong advised that the policy should be looked into more. With the context of how the new policy fits in, that it might be different compared to other policies (new and old). The Director advised a full review of all procedures to ensure compliance with corporate policies. Vice President, Gerrits brought up how the policy document was view only. Chairperson Velling changed it so everyone can edit the document.

Motion carries unanimously.

Board Annual Plan

Be it resolved that the Board adopts the Board Action Plan and Annual Goals and task the Chair and resident to seek Council consultation on the same.

Chairperson Velling and Director Sesink.

Be it resolved that the motion was tabled to the next Board meeting.

Vice President, Richardson and Secretary Tran.
This was to allow General Manager Burdett a chance to look at document. Looking at consultation with council should still be possible even during this period noted Director Beauchemin. Chairperson Velling agreed and told Board that student feedback was important, and while Directors ought to keep the corporation in mind engaging students was always wise. The Chairperson additionally spoke to the fiduciary responsibility of the Board. The Chairperson noted that this item was brought up that during Friday’s special meeting (July 27th) and the Board had agreed that this would be discussed at this meeting then brought to Council. Vice President, Richardson withdrew her tabling motion

**Motion to divide the question** to the Board tables the Board Action Plan and Annual Goals to the next Board meeting.

**Be it further resolved that** the Chair and President seek Council consultation Board Action Plan and Annual Goals.

*Chairperson Velling and Secretary Tran.*

Vice President, Gerrits cautioned Board of what input Council could give, and how doing this with Council could be messy. Director Duong brought up precedence on Council looking over Board’s plan. Director Duong found it odd that Board always looked towards council to understand what Board was doing. Chairperson Velling voiced that this was the first time where formal annual plans for the Board were being developed at all. Having an independent set of eyes to review over the plan helps to ensure it was reasonable and can ensure the welfare of the students was kept in mind. The point, the Chairperson noted, was only for consultation about the context of the plan before Board would fully approve it.

Director Duong pointed out it seems like everything we are doing on Board was being brought back to Council and that the Board has Council-Directors for a reason. Chairperson Velling reminded Board that he wants to look at Council as an entity. They are a strong group of representatives and we should be asking for recommendations.

Chairperson Velling also told Board that Executive Action plans come to Board to help understand if they align with the strategic goal. Similarly Council and Board have different priorities but the Board’s Annual Plan should have some student consultation prior to being released. When the action plans are finalized, they will be released to the membership anyhow, so getting input from Councilors was a substantial benefit.

**Motion to Call the Question** Vice President, Richardson

*Vice President, Richardson and Director Sesink.*

**Motion fails** Chairperson Velling voiced again how we should be respecting the student government in line with the letters patent and out principle objects as a corporation. We should be supporting and consulting with student representatives. Director Plante also agreed stating how people and different entities do have a different lens. Everyone has a different focus, so it’s good to look at other avenues.

Director Duong raised a concern that if we do bring this to council, will it be clear that Board has more of a high level insight. Chairperson Velling reassured that as Chairperson and that President Wu as President will be there to help with the discussion and insight of the plan. Therefore, helping Council understand what Board does so that
the conversation does not get out of hand. Director Beauchemin noted the Board has a good opportunity for consultation anyhow since the plan does not come to a vote until next meeting. Sending it in to Council between this meeting and next provides good opportunity for their nonbinding feedback.

**Motion to Call the Question** by President Wu

President Wu and Vice President, Richardson.

**Motion fails** Director Plante brings insight from the minutes how in the past meeting Board already decided that this will be going to Council, and therefore this was more aptly a motion to rescind a previous order which required a $\frac{2}{3}$ vote. After President Wu and Chairperson Velling reviewed the prior minutes it was noted that the minutes did not say in letter this item would be going to Council, rather it said this would be a discussion at this meeting. The Chairperson did note that there were implications of the Plan going to Council, but no formal motion had been made.

Without further debate, the motion proceeded to a vote

**Motion carries** unanimously

**MARKETING DEPARTMENTAL BUDGET EXCLUDING COMMERCIAL SERVICES**

*Be it resolved that* that Board approves the Marketing Department excluding the commercial services budget 2018 - 2019.

*Vice President, MacMillan and Vice President, Gerrits.*

Director Plante asked why in the General Marketing budget that staff relations increased more than twice from the previous year. Vice President, MacMillan explained that staff relations, looks at both full-time and part-time employees. This year Vice President, MacMillan noted that both part time and full-time staff has increased. Director Plante expressed his concern since it was more than double from previous years. Vice President, Gerrits said how $3000 was a fair amount, and it was what was budgeted. Director Plante then asked how the Board would know whether $3000 was a healthy amount and if the Vice President had supporting information to this effect. Vice President, MacMillan Reminded Board that the corporation has grown and that staff appreciation was a mechanism to keep the staff relationship strong. Additionally, the increase in student part-time staff increased, this helps staff understand that their work was appreciated.

Chairperson Velling asked if increasing part-time staff was an organizational goal. Vice President, Gerrits replied saying how having more part time staff will help us with student engagement and keeping the morale high. Chairperson Velling expressed support for the Marketing & Communications budget.

**Motion carries**

**RECESS**

*Be it resolved that* Board has a recess at 6:55 and will reconvene in ten (10) minutes

Board reconvened at 7:08.
OTHER BUSINESS

There was no other public business.

Confidential Session

Be it resolved that the Board moves into confidential session at 7:08 PM. 
President Wu and Vice President, Gerrits.

Motion carries unanimously

Leaving Confidential Session

Be it resolved that Board moves out of confidential session at 9:35pm 
Director Sesink and Chairperson Velling.

Motion carries unanimously

Adjournment

Be it resolved that the Chair adjourn the meeting at 9:36 PM
President Wu and Vice President, Richardson.

Motion carries unanimously