Federation of Students’ Board of Directors’ Minutes

SLC 2122, UNIVERSITY OF WATERTO

Chair: CHAIRPERSON VELLING  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

PRELIMINARIES

CALL TO ORDER

Chairperson Velling called the meeting to order at 6:41 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

Be it resolved that the Board approves the agenda for the meeting September 20th, 2018.

President Wu asked to move the Action Plans to confidential. Chairperson Velling offered to move certain points to the confidential when we would get there. Vice President,
Gerrits then asked if we could move the attached document to confidential. Chairperson Velling told Board that the Action Plans have been on the public agenda and minutes. So it does not seem fair to move them now into confidential.

Chairperson Velling wanted to add an item to thank Secretary Tran and Aisha (Research and Policy Officer) for all their hard work this term. Both Aisha and Secretary Tran worked together to compile missing agenda and minutes from the previous years.

Chairperson Velling and Secretary Tran.

Motion carries unanimously

MINUTES OF THE MEETING

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. Not with standing with minor issues from August 1st, 2018.

Vice President, Gerrits and Vice President, MacMillan.

Motion carries

Regular Session

EXECUTIVE REPORTS

Director Duong asked if Executives would send written reports in the future. Executives talked about how some of their items would not be at a Board level. Vice President, MacMillan then talked about how with some reports they might be in confidential.

VICE PRESIDENT, EDUCATION (GERRITS)

First meeting of OUSA review panel occurred. Vice President, Gerrits was also working on a report for EAC then to Council whether we are staying on OUSA. On going, and it was required by our Council procedures. Director Plante reported that Secretary Tran and Director Plante are on the panel. Director Duong asked how often does Feds review the OUSA membership. Vice President, Gerrits talked how the review happens every two (2) years. So half of our time on OUSA we are reviewing it. Therefore, Vice President, Gerrits was looking into moving towards a different review time. Putting every five (5) years into the realm of possibilities. Chairperson Velling told Board that technically the review should of happened a year ago. It did not since the Vice President of Education at the time, Andrew Clubine was in the middle of moving two committees together.¹

¹Secretary's Note: The two committees that were merged are: Government Affairs Advisory Committee (GAAC), and Education Advisory Committee (EAC).
**Vice President, Student Life (Richardson)**

No update to report.

**Vice President, Operations & Finance (MacMillan)**

Vice President, MacMillan was happy to give updates about making GRT more accessible in multiple ways! For accessibility for our students and now giving an option for the GBDA students.

Director Siemons talked about his personal encounters with GRT, how at the beginning of school terms students might not have access since they are not enrolled in classes. Vice President, MacMillan was happy to reply that he has made an agreement that allows GRT to give University of Waterloo students a grace period at the beginning of term.

Chairperson Velling had a question about the current state of GBDA students being in Stratford. Vice President, Richardson replied that they do have a regular shuttle service. Early in the week Vice President, MacMillan went over to the Stratford campus to talk to the GBDA students and many of them did note that they want better transportation. This was something that was being looked into.

**President (Wu)**

Legal service has been approved in principle by Council.

**Business Arising from the Minutes**

**Legal Service**

**Be it resolved that**  that the Board tasks the President, Vice President of Operations and Finance, and Secretary to draft referendum language for the Legal Service approved-in-principle by Students’ Council.

Chairperson Velling talked about how operational we do not have a set time. We as the Board will draft the language and Council can change it if they wish. The students are sensitive to the wording of referendums since it was now clear in the pass of what both sides (pros and cons) had to offer.

*Chairperson Velling and President Wu.*

Motion carries

**Board Annual Plan**

**Be it resolved that**  the Board adopts the Board Annual Plan.

*Chairperson Velling and Secretary Tran.*
Chairperson Velling coming back from previous discussion. Wanted to wait for General Manager Burdett to understand the capacity of the cooperation. 

**Be it resolved that** the Board moves into confidential session at 6:53 PM.
*Chairperson Velling and Vice President, Gerrits.*

**Motion carries**

**Be it resolved that** the Board moves out of confidential session at 7:36 PM.
*Chairperson Velling and Secretary Tran.*

**Motion carries**

**Confidential Summary:** The discussion of risk and merit of the annual plan items pertaining to SLC and commercial operations.

Vice President, Richardson talked about the section of Accountability, wanting to understand that Board does not delegate to executive. Vice President, Gerrits stated under the Ontario *Corporations Act*, R.S.O 1990, c. C38, a Board can delegate to executive Board. Chairperson Velling stated that executive board has a lot of power and would just like to see better updates.

Vice President, Gerrits was happy to see general strategy, talking about a Board action plan. Good that it was deliverable. Chairperson Velling stated that the annual plan was from director feedback.

President Wu brought up the finances and human resources goals 2a. This was before Kumar and Kurt. Having additional lines of communication. Making better decisions with high level members. To better reflect that striking ‘Strengthen lines of communication between management and the Board to support the General Manager and Executives’ and replaced with ‘Provide opportunities for senior management to present to Board on matters of strategic interest’.

**Be it resolved that** Board adopts the Annual Plan as amended.
*Chairperson Velling and Secretary Tran.*

**Motion carries**

**Policy 51, Value-for-Money**

**Be it resolved that** that the Board adopts the proposed Board procedure to comply with Policy 51, Value-for-Money, as amended by the Vice President of Operations and Finance and General Manager. If Board recalls this was brought up in the past. Director Plante worked on the first draft. Director Beauchemin has a few points that he wanted to clarify. Points like time of money, executive board power. Chairperson Velling suggest that Director Plante and Director Beauchemin meet with Vice President, MacMillan and General Manager Burdett to go over the policy again as a group. If there are any additional concerns please consult Kurt.

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2 *Secretary’s Note:* This is the link for the Board Annual Plan, a few amendments occurred and this is the final version. The amendment discussion occurs below.

3 *Secretary’s Note:* The summary below was brought out of confidential session into public session.
Tabled Policy 51, Value-for-Money
Chairperson Velling and Vice President, MacMillan.

Motion carries

RECESS

Be it resolved that Board takes a five (5) minute recess at 7:51 PM.
Chairperson Velling and Secretary Tran.

Motion carries

Board reconvenes at 7:57 PM

GENERAL ITEMS

TASK FORCE FOR GENERAL MEETING

Highlights from the presentation are below, the presentation can be found here

• Council of delegate. Changes for members due to increase by council or if it was a big General Meeting (GM). GM proxy and concurrent voting. Assessment found that we cannot do post-hoc voting.
• Board changes, it has been expanded - selected by Student Council IF we do not have a winter GM. Vacancy was filled in the same way.
• Removal and impeachment of Directors. Council and remove a non executive (Council can fill it). If it’s an at-large filled with elections. If close to GM filled by GM. Two-thirds vote \( \frac{2}{3} \) majority of Board, then to Council or Board.
• Changes to Student Council. Assembly of delegates. Giving some power of GM. President was the speaker of Council unless resigns. Board Sectary shall be for Board and council. Chair of the Board will provide a summary of Board.
• Some of the power of GM. Things Council cannot touch§130 of the Ontario Corporations Act, R.S.O. 1990, c. C38.
• No Council of Delegates will be constituted in the Fall term (there will also be an General Meeting in the Fall)
• President presiding officer of Council.
• Procedure 32: Councillor’s Code of Conduct.
• Procedure 6: Elections and Referenda; added to the bylaw since it was not updated also some spelling errors were fixed.
• Town Hall Meetings and Q&A Panels; allows the President, Chair of the Board, and Speaker of Council to provide updates to students on the things happening within the organization.
• Concurrent voting was still being looked into along with proxy limited caps.

Director Duong asked about page 6, the Chair of Board - currently a non-voting member of Council can this be clarified. Chairperson Velling was on Council as a voting member as a science councilor not as a chair of Board or secretary of Council. Vice President, Richardson not the most date. Needs to be clearer on Council and Councilor of Delegates. Director Duong brought up a concern about proxy holding - worried about meeting quorum. Chairperson Velling stated that proxy’s would help. Director Duong asked further if can we take a deep look into the votes? Vice President, Gerrits wanted to clarify if individual can hold anyone else proxy. Chairperson Velling stated that in this situation it was only Councilors, being able to hold them for their own constituency. Director Duong asked if we can check if current proxy usage and if Councilor holding only constituency. Director Duong came up with an additionally concern with the proxies. If we have 8 members at a meeting it would then be possible to have quorum. Chairperson Velling said that, yes that it possible, that was why in the future we can change the number. Vice President, Richardson request for task force and decisions. How did you arrive at each decision Chairperson Velling Spirit of each decision.

**Freedom of Information and Secrecy in Corporate Governance Policy**

Chairperson Velling stated that the policy went into affect. Asked Board to read over the policy. Making sure all our procedures are in compliance.

**Students’ Council Procedure**

The Student Council Procedure can be found [here](#).

Cooperate policy will be reviewed every three year, and they will not expire. Cooperate policy it will be refereed to the Board of Directions. This will then helps inform council debate. Then it will be brought to PPC for bylaw and procedure compliance. Finally to Council for a final debate. Board will be voting on it first. Council getting more policy power.

Vice President, Gerrits stated that policy would go to council and resolution. These are cooperate action. If council passes then does that put Board in a bad position with all the power we would be giving them? Chairperson Velling stated that we are still bound by our duties. An example recently would be from the forensic audit. Beyond council to hold Board; ultraverises. Council purview. Does it affect the whole corporations. Looking into portfolios. Understanding the powers of each group.

Director Plante was curious with the positions, are we trying to get it a that some might all it policy and going around. Chairperson Velling clarified, saying understanding how powerful Council was and how they can keep the cooperate accountable. President should understand what belongs on Council and Board.

Director Beauchemin brought up a concern that with changes of power if council makes a decision and Board does not make a decision fast enough what would happen?
Chairperson Velling stated that Council would be having regular meetings that would be set. Therefore, these would be Board’s ability to act.

**POLICY 49 RESCSSION, RECOMMENDED SC PROCEDURAL CHANGES, AND REQUESTED BOARD PROCEDURE CHANGES**

Be it resolved that  That the Board tasks the Chair, prior to the next regular meeting, to develop procedure pertaining to the bylaw amendment process which was consistent with Article 14: Amendments which ensures appropriate consultation with and approval, if applicable, from Council  

Be it further resolved that  that the Board shall not approve further bylaw amendments until such time as the aforementioned procedure has been developed  

Be it further resolved that  the Board decides to remain actively seized on the matter.  

*Chairperson Velling and Director Beauchemin.*

**Motion carries** Vice President, Gerrits notably abstained.

**MARKETING AND COMMUNICATIONS AND IT BUDGETS PUBLIC**

Be it resolved that  the Board adopts the recommendation by the Students’ Council to move the Marketing and Communications and Information Technology Budgets to the Public General Operating Budget; and  

Be it further resolved that  the Board tasks the Secretary and Chair to draft a written response to Council. Vice President, MacMillan stated that we approved both the budget. We talked about portion of it public and some confidential We are just creating a bigger picture and splitting it. IT, is a cost that is very operational. All the expertise was focused on the software and hardware items. Chairperson Velling stated that Budget committee wants to create a better process of cycle of review. Vice President, Richardson said that spirit of Council was it that they want transparency on the budget or the decisions that are being made? Chairperson Velling If the budget was public, then Council has full purview of the budget. Council will then look at how the money was spent. Board would look that it complies with contractual obligations. Director Duong asked if it was the decision making, that Council was concerned about or the money it was being spent?  

**Motion to divide the question** That the Board adopts the recommendation by the Students’ Council to move the Marketing and Communications to the Public General Operating Budget. **AND** That the Board adopts the recommendation by the Students’ Council to move the Information Technology Budgets to the Public General Operating Budget.  

*Chairperson Velling and Director Plante.*

**Motion carries** unanimously  

Vice President, Gerrits asked does it say what restricted is. Chairperson Velling stated that restricted items are for confidentiality. Chairperson Velling interpretation of the
President Wu spoke up on how his interpretation was - Chairperson Velling interrupted and ruled it out of order since it was not about the motion.

General Manager Burdett stated from before, from reading the whereas about the IT budget. From General Manager Burdett’s history on the board, restricted and confidential has not been the same. The support areas of the organization was back then confidential.

Chairperson Velling stated that Bylaws have been passed, we have approved the budget. Council now wants a response. Board amends the procedures to make the marketing and communication budget excluding the portions dealing..

**Be it resolved that** Board adopted the recommendation from students council to move the marketing and communication budget excluding those portion pertaining to the commercial operations to the public general operation budget.

*Chairperson Velling and Director Plante.*

**Motion carries**, with members Director Beauchemin, Chairperson Velling, Secretary Tran, and Director Plante in favour.

Vice President, Richardson IT budget has a lot function that should happen so things within the budget should now be changed. Looking at productivity and how Feds runs and operates. Chairperson Velling ensured that this will come to Board. Budget committee was staffed by directors. There should be a place where we justify expense to students. Council should not have the floor with amending the budget. We should be justifying the usage of their money.

**Be it resolved that** Board adopts the recommendation from student council to move the Information Technology Budgets to the Public General Operating Budget.

**Be it further resolved that** Contingent upon council preventing on the floor amendments on the IST budget.

*Director Plante and Vice President, Gerrits.*

Director Beauchemin said that it was hard to justify things for students that they cannot see or interact with. Director Plante reminded Board that understanding risk of Council being able to see but would not make line item changes. We do not want to spend hours going into the line budgets. Does not see it as much as a risk.

Chairperson Velling stated that feedback mechanism if Council agrees that they are not able to amend items on the floor. Vice President, Gerrits talks about the power of Council; we say Council has the power to prepare the budget. Chairperson Velling We are not forcing them into anything they do not want. This was the best we can do to ensure the best for everyone; it’s a little quid-pro-quo.

Vice President, MacMillan told Board that this still this would not help with issues with time. Since this item can just go straight to Board.

Director Plante talked about the idea of transparency. At our Board no one did talk about the IT budget. So in the future it could happen. Chairperson Velling wanted to convey that students need to understand why we are taking their money and how we are spending it. Director Duong Are we prepared to talk about our decision to council? decision. Vice President, MacMillan stated again, we are adding more task in the organization. It already shows the line of the IT amount.
Vice President, Richardson brings back the conversation to tangibility. Time was money. Echo that this might not be the best of the organization and students time. Chairperson Velling saying how we might be undervaluing our members.

**Be it further resolved that** Chairperson Velling and Secretary Tran will write a letter to Council explaining the decision.  
*Chairperson Velling and Secretary Tran.*

**Motion carries**, with members Director Beauchemin, Chairperson Velling, Secretary Tran, and Director Plantein favour. Director Duong noted abstaining.

## OPERATIONS COST SHIFT

Supporting document of the motion from Council can be found [here.](#)

Directors asked if the report was be sent to budget committee Chairperson Velling reported yes it was sent to the budget committee and it had the full original report. Parts were removed by Vice President, MacMillan. Elizabeth noted that it was sent out with changes not approved by the rest of the Budget committee.

Director Plante was against for this year since all the budget have passed. It solves the problem going forward.

Chairperson Velling stated that commercial operations were at a lose, this gives us time to plan around everything. We support it in spirit but logistically we cannot do it. Since it would create a huge administration burden.

Vice President, MacMillan was concerned with how do we split up the salary and budget. All of them make a different amount of money. They are commercial services. Vice President, MacMillan thinks that with the status it would be hard to determine how we want to split it up for next year. As a Board we should keep it as is. So we can have a 3 and 5 year outlook on the cost. We are going to be throwing money in the area. We should be more strategic on it in the future.

Director Duong stated that this year, Council said they would not be passing future budget from student fees. Chairperson Velling Moves that we reject Council recommendation and we still state why

**Be it resolved that** Board rejects Council’s recommendations  
*Chairperson Velling and Vice President, Gerrits.*

**Motion carries**

## CONFIDENTIAL SESSION

**Be it resolved that** Board moves into confidential session at 9:20 PM  
*Chairperson Velling and Director Beauchemin.*

**Motion carries**

Vice President, MacMillan said how a lot of areas need to be looked into this more. Chairperson Velling stated that if we can show council that these times and positions support students. Director Duong it would also help them to be more aware of the manager verse operation.
Secretary’s Note: Board agreed to bring this out of confidential since there was no confidential information presented in the session.

**Be it resolved that** Board moves out of confidential session at 9:22 PM
*Chairperson Velling and Director Beauchemin.*

**Motion carries**

**Be it resolved that** Vice President, MacMillan and General Manager Burdett work together on a report of the expenses related to the Director of Commercial Operations and Commercial Operations

**Governance Review**

Chairperson Velling stated that this was a report that was given at a GM. Recently member at large has asked for the report since they were refereed to in the GM. Currently they are confidential. A member at large has asked for the report since they were attached in the GM Director Duong if it were to stay confidential, what would then happen? Chairperson Velling This was just labeled strictly confidential. Vice President, Richardson said that we should be careful with Global Governance review Chairperson Velling displayed that this was not as confidential as it seems, Chairperson Velling emailed the company to asked for the report and was given it. Their procedures are not ours. Also our procedures have changed and we did not flag it (at Board). Vice President, Gerrits stated that company have their own items of why things are confidential Chairperson Velling stated that we are not stealing their methodology or anything of the sort. Chairperson Velling said he would get back to the at large member with Boards’ decision. General Manager Burdett just wanted to make sure the staff and the interviews are not their. Since in the interviews they can be personal Chairperson Velling now Board will have one slide giving a message to people reading saying how this was confidential and how certain parts are taken out.

**Recess**

**Be it resolved that** Board has a recess at 9:38 PM and will reconvene in ten (10) minutes

*Board reconvened at 9:48 PM.*

**Other Business**

There was no other public business.

**Confidential Session**

**Be it resolved that** the Board moves into confidential session at 9:49 PM.
*Chairperson Velling and Secretary Tran.*
Motion carries

LEAVING CONFIDENTIAL SESSION

Be it resolved that Board moves out of confidential session at 11:06pm
Director Plante and Chairperson Velling.

Motion carries unanimously

ADJOURNMENT

Be it resolved that the Chair adjourn the meeting at 11:07 PM
Chairperson Velling and Secretary Tran.

Motion carries unanimously