To: Elizabeth O’Sullivan, Speaker  
   Jason Small, Deputy Speaker  
   Students’ Council  

From: Seneca Velling, Chair of the Board  
   Board of Directors  

Cc: Students’ Council, Board of Directors  

Re: Public Board Minutes of the 21st of December 2018 Emergency Meeting  

12 January, 2019  

Dear Speaker O’Sullivan,  

This past Thursday, I called for a Board of Directors Emergency Meeting for this morning, January 12th, 2019 to approve the December 21st, 2018 Emergency Meeting minutes. The Board of Directors has approved the attached public minutes, to which I have affixed by signature as evidence of the same in accordance with §288 and §299(2) of the Ontario Corporations Act, R.S.O. 1990.  

Thank you for your attention. Please do not hesitate to contact myself at chair@feds.ca with any further comments, questions, or concerns.  

Yours sincerely,  

Seneca Jackson Velling  

Seneca J. Velling  

Chair of the Board of Directors
Federation of Students’ Minutes

SLC 1016, University of Waterloo

Chair: Chairperson Velling  Secretary: Director Beauchemin

Seneca Jackson Velling

ATTENDANCE

The following members were present:

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

* remote (for the whole meeting or a portion thereof)
† late

PRELIMINARIES

CALL TO ORDER

Chairperson Velling noted that he was calling the Emergency Meeting to order six (6) minutes earlier than the twenty-four (24) hour mark relative to when the email notice was apparently received by Directors. The Chair noted that if any Directors objected to beginning earlier, the Board could wait the six (6) minutes. No Directors objected to starting promptly.

Secretary’s Note: Emergency Meetings require twenty-four (24) hours notice minimum, but may be called with less notice if all Directors consent.

A quorum being present, Chairperson Velling called the meeting to order at 7:43 AM.

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.

**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 have an actual, perceived, or potential conflict of interest?”

The following Directors declared conflicts with items on the agenda, and the Secretary noted them in the record:

- Director Duong said that she was not involved in writing the agenda. The conflict of interest Director Duong has is on the fourth item pertaining to chairpersonship of the Risk Management Committee.
- Vice President, Richardson’s conflict of interest with an item struck from the Agenda.
- Vice President, Gerrits’s conflict of interest is with the 3rd motion pertaining to Board communication.

**REGULAR**

**REMARKS OF THE CHAIR**

Chairperson Velling recalled that in the prior Committee meeting, he encouraged Directors to share their honest and frank thoughts on the matter. As evidenced by this meeting, many Directors seem to have lingering concerns, the Chair expressed a wish to see healthy discussion, but does not want to see something like the email exchange between Executives, Directors, and staff occur again. The Chair gave special thanks to Director Siemons, who separated his emails regarding internal Board debate and staff communication.

**EMERGENCY MEETING PUBLIC SESSION CONDUCT**

Be it resolved that all business of this Emergency Meeting be conducted in public session, unless confidentiality be moved by any director and carried by a vote of the Board; and

Be it further resolved that all such motions to enter or exit confidential session shall be ordered by roll call vote or division of the assembly.

*Director Beauchemin and Director Siemons.*

Director Duong asked to clarify if the motion does not pass is the agenda all confidential. Chairperson Velling replied to say, no but if it does not pass, Board would go item by
item to determine confidentiality. If the item were to pass that would mean everyone’s name and vote would be listed for moving into or out of confidential session.

Director Duong asked that she would rather put everything in confidential versus public. The Director inquired if it would not be better to make everything confidential then move it public.

Chairperson Velling said that next to nothing on the agenda constituted unacceptable risk or human resource matters that generally have requirements to be in confidential session, as such he recommended against making the Agenda confidential by default. The Chair provided an example that increases to the pay of Executives are typically carried out in the public session, while disciplinary items are typically in confidential session.

Vice President, Richardson voiced her concern referring to some motions which include Directors or Executives by name may constitute or imply some form of disciplinary action and it should be confidential for that reason. Chairperson Velling disagreed on the principle that that matter was sufficiently likely to warrant public interest and did not constitute an unacceptable risk if discussed in public session. Vice President, Richardson noted that as some items discussed at in prior meetings been confidential they should remain in confidential session and not be made public. Having the discussions in public effectively reclassifies these prior discussions. Chairperson Velling stated his understanding is that it is discussing items that were formerly confidential does not mean prior discussions move to public, only that the information discussed publicly is public. The Chair noted that the items in question being the notice of closure of the Bombshelter and related personnel matters. The Chair stated that if Directors were unsure as to the confidentiality during discussion they could move into confidential session for that portion of the discussion so as to not violate procedures. Director Siemons sought clarity on a matter brought forth by Vice President, Richardson and asked where in procedure or other rules of order she saw any requirement for unanimity in moving an item out of confidential session. Vice President, Richardson stated that this was from a discussion with General Manager Burdett and a discussion with corporate legal counsel. General Manager Burdett reaffirmed this, noting that corporate legal counsel had stated that for declassification or minutes that were formerly confidential to occur, all parties in that room that had then agreed that the discussion should be confidential would need to unanimously agree. Director Siemons expressed support for Chairperson Velling’s interpretation, highlighting that this is a new case where the Board is discussing items that are now public which were confidential, but not discussing old business or referencing confidential minutes outright.

Chairperson Velling promptly reminded the Board that a decision should be made so as to carry on with the business of the Emergency Meeting. Director Duong had some clarifying points as to whether the Board was approving the agenda or this item. Chairperson Velling replied that approval of the agenda was adopted by the Chair on behalf of the Board, as is standard, after no amendments to the agenda were proposed.

Chairperson Velling informed the Board that moving any item into confidential is a simple-majority vote, and therefore it can be reasoned that to carry an item out of
confidential reasonably ought to constitute a motion to reconsider or rescind a previous question (that being on the status of confidentiality) which would carry a two-thirds \( \left( \frac{2}{3} \right) \) threshold. The Chair proposed the Board go item by item, if this motion were to be adopted, on whether to move into the confidential session when the items occur. Director Duong asked if this would require a roll call vote, where Chairperson Velling replied in the affirmative provided the motion be adopted.

Vice President, Richardson asked what the spirit or purpose of this would be. Director Siemons replied saying that for this particular agenda most all of the items are important to have public, whenever possible. With roll call, the Directors must be cognizant of their votes and will keep that in mind they are accountable to the membership.

Chairperson Velling asked the Board is there are any further thoughts on the item prior to bring the item to the floor. Vice President, Gerrits looked to ask a question, the Chair yielded the floor, but the Vice President declined any immediate thoughts and confirmed he was ready for a vote.

With no further discussion, the Chair brought the item to the floor.

**Motion carries** and as such Chairperson Velling notified the Board that this special rule of order was in force for the duration of the meeting.

Chairperson Velling reminded Directors that if at any time they felt the need to move into confidential, to make such a motion. The Chair advised Directors to be cautious with respect to Full-Time Personnel matters when speaking in public session.

**Report of Bomber closure**

**Be it resolved that** the Board gives leave to the President/CEO, VP Operations and Finance, and General Manager to report on management decisions and handling of Bomber closure, communication, and staff layoff.

*Director Siemons and Director Duong.*

Both the mover (Director Siemons) and seconder (Director Duong) waive their speaking time in favour of those listed in the motion.

President Wu declined to speak and referred to the Vice President, Operations and Finance for comment. Vice President, MacMillan stated that for a full report on management decisions, given this meeting had been called with twenty-four (24) hour notice was not immediately possible. The Vice President, Operations and Finance expressed he hoped such a report was not expected for the this specific meeting. Chairperson Velling noted that would have been unreasonable, and asked the Vice President to continue. Vice President, MacMillan then explained that a many of the management decisions were done with operations Senior Management. In terms of the communication process, Vice President, MacMillan elaborated that management had first informed Full-Time Staff, then subsequently the Part-Time Staff at an *All Staff Meeting*, and then the student body. The Vice President asserted that he had ensured the Federation complied with all Human Resources procedures.
Director Siemons then inquired why an *All Staff Meeting* was not called weeks prior to give adequate notice period for the mostly student-staff at the Bombshelter. The Director expressed that holding such a meeting would not necessarily have indicated any kind of closure and could have provided time for staff to find employment elsewhere. Vice President, MacMillan said that this would be difficult as Senior Management was unsure with regards to the turnaround time from the Staff Relations Committee (SRC) meeting on Friday. Chairperson Velling sought to clarify, asking if the decision had been made considering only one business day and two additional calendar days from the time SRC made their decision regarding layoff of a Full-Time staff member. General Manager Burdett confirmed that the information was received Friday from HR and Monday the meeting was held.

Chairperson Velling recalled that in the prior meeting, the Board had been informed that Senior Management was planning for multiple eventualities, including one where SRC did not approve the Full-Time Staff lay-off, and the alternative where the expected outcome of approval occurred. The Chair asked for explanation as to why the matter was so dependent on process and a tight SRC response window if Senior Management had adequately prepared for both possible eventualities in advance.

**Be it resolved that** the Board moves into confidential session to discuss specific University Staff Relations Committee (SRC) related items and process.

*Vice President, Richardson and Chairperson Velling.*

**Motion carries** with Director Siemons, Director Beauchemin, Director Duong, Vice President, MacMillan, President Wu, Director Sesink, Vice President, Gerrits, Vice President, Richardson, and Director Plante in favor, and Chairperson Velling in abstention

**Be it resolved that** Board moves out of confidential and that the last bits of the minutes in confidential will be put into the public minutes.

*Chairperson Velling and Director Sesink.*

**Motion carries** unanimously.

Chairperson Velling asked what communication with part time staff could have been strengthened, beyond simply giving greater opportunities for employment in other areas of Feds. Chairperson Velling also wanted to understand the nature of the All Staff Meeting. The Chair stated that the Bombshelter was operated as a service and that the Federation has a duty to support students as a student organization, to help them develop further. The Chair inquired if the Federation had handed out or offered to provide letters of recommendations to the Part-Time staff at the meeting. Chairperson Velling asked if it were possible to pay Part-Time staff a "severance" of sorts to allow them time to find a new job. Vice President, MacMillan said that staff were told about the job loss because the Bomber would not be opening in Winter. The Vice President, Operations and Finance noted that staff were paid in lieu of additional notice, and that Part-Time staff were paid out two weeks pay based on a 12-week average, excluding the period when the Bomber had been closed. With respect to notice, Vice President, MacMillan
informed the Board that Teesha Petker, the University Human Resources Partner, had come in to explain legal requirements and what was being provided to staff. Executives explained that technically, since the Bomber would have officially opened on January 7th, staff were given two weeks notice. Vice President, MacMillan continued that that staff were informed to contact the Commercial Operations Manager, Brian Schwann, if they were looking for or interested in other opportunities working for Feds.

Chairperson Velling wanted to clarify the amount Part-Time staff were paid, but expressed relief that Part-Time staff did seem to be receiving effectively some form of severance. Director Plante asked if this complied with the Employment Standards Act, 2000, S.O. 2000, c. 41 (ESA). Vice President, MacMillan reported that the legal requirements were clear in the ESA, but that even with those minimum standards of compensation, the Federation went above and beyond by not including the December weeks in the calculation of average hours (since Bomber has different operation hours and had closed for exams) and thus to offset the lay-off package period.

Chairperson Velling asked again whether Senior Management had included letters of recommendation for staff. Vice President, MacMillan said that the Federation has asked former staff to reach out if they require any letters of recommendation. The Vice President, Operations and Finance also noted that staff will be reminded of this, and finding out more details about their pay, in the mail. Chairperson Velling brought up comments on the Feds Facebook page, where Part-Time Staff indicated that some of what was being stated to have occurred at the All Staff Meeting was not the case. Chairperson Velling asked that the Federation take into consideration that people are aggrieved, and act accordingly. The Chair noted that students perhaps were overwhelmed with information at the time of the meeting, and thanked the Vice President, Operations and Finance for providing additional clarifying emails outlining staff’s rights, their compensation, and opportunities/support going forward. General Manager Burdett recognized that there was some confusion in the moment. There is currently progress to clarify the situation.

Director Plante referenced that the email to all Bombshelter staff, from Manager of Commercial Operations, lacked information that had just been presented to the Board. Director Plante expressed concern about staff not being properly informed following the All Staff Meeting and noted that perhaps staff reaction to the news would have gone over better had this information been effectively conveyed. Chairperson Velling also stated how in the email informed staff of their "rights under the ESA", but was not very sincere or understanding for the situation. With that Director Plante stressed that the email seemed to have been rushed out without thought for how bluntly it might come across. Directors expressed disappointment for the manner in which staff, particularly students, were informed. General Manager Burdett said that the managers were in touch with Human Resources and communicated to staff based off of those insights. Vice President, MacMillan agreed to send out a follow up email to communicate these points more appropriately. Chairperson Velling suggested that in the future Management should be more sensitive about matters as controversial as this, such as making less blunt email communications.

Vice President, MacMillan agreed the email could have been written better, but stated
that this closure and the staff layoffs were conducted in a manner standard for the industry and typical of businesses. Chairperson Velling acknowledged that the Bombshelter operates as a service and not as a business, and ergo, the manner in which this closure was conducted and communicated did not serve students well. The Chair referenced the objects of the Letters Patent, recalling that every action taken by the Federation should be for the welfare of all students, among other things. Chairperson Velling noted his belief that while some students are obviously going to be upset with Bomber closing, far more were upset about the conduct surrounding the closure and handling of communications. Directors agreed that the Federation could have done a better job communicating this matter, in a manner that served students.

Director Duong and Director Siemons asked why the staff meeting was not booked in advance with greater notice period to the involved staff. Director Siemons then asked if it is common practice to have regular staff meetings for all staff with such short notice. Vice President, MacMillan said that he cannot speak to that being the case. Vice President, MacMillan explained that the Bomber management would have All Staff Meetings with various notice requirements, for instance if management wished to hold a seminar or something along those lines. Chairperson Velling then asked when and how often notices for those meetings go out. Vice President, MacMillan responded that it varies, depending on how much preparation needed to occur.

Chairperson Velling said that scheduling the meeting the day of while Senior Management knew this was coming for some time did not seem to allow for a informational session to have occurred. Director Duong also said that we knew this was coming since November, there was still time to set a meeting and have it scheduled in staff calendars. Vice President, Gerrits said that these information session could be productive, but not sure how the Full-Time Staff would feel having a meeting with no content included with notice of the meeting. Director Sesink asked what would be the purpose.

**Be it resolved that** the Board moves into confidential session to discuss staff communication.

*Director Sesink and Vice President, Gerrits.*

**Motion carries unanimously.**

**Be it resolved that** Board moves back into public session.

*Director Sesink and Chairperson Velling.*

**Motion carries** with Director Plante, Director Duong, Chairperson Velling, Director Beauchemin, Director Sesink, Vice President, Richardson, Vice President, Gerrits and Vice President, MacMillan in favour and Director Siemons and President Wu abstaining.

Director Duong stated that the Board had not yet agreed to conduct a retrospective on the situation. Vice President, Richardson pointed out that General Manager Burdett has agreed to do a report on the situation earlier in the meeting, and suggested this can included in that. Chairperson Velling agreed and this would help narrow the rest of the Board from the General Manager.
Chairperson Velling said that Board is now discussing what Board would like General Manager Burdett and Vice President, MacMillan to follow up on. Director Duong said that one critical part she would like to know is to look into the reasoning for management decisions by Commercial Operations management. Chairperson Velling also pointed out how Directors would like back work on how this was intended to play out relative to how it did. The Chair would like this to include:

- Starting the SRC process
- Notice to Full-Time staff
- Notice to Part-Time staff
- What matters of support was offered to staff (i.e. paid notice, letter of recommendation, other jobs, etc.).

Director Duong summarized the list of actionable items to include the following:

- Impact of the initial versus accelerated time-line for closure
- How the closure was communicated to stakeholders, the decisions of management with supporting information
- Review SRC and Personnel Committee process
- Where Risk Management Committee was factored into decision making
- The content of messaging to Part-Time staff.

Director Sesink inquired if the Risk Management Committee (RMC) was ever consulted on the situation, as required by the Board. Director Siemons interjected that the matters pertaining to RMC oversight were from Confidential Session, and as such should be brought into confidential session before proceeding.

Chairperson Velling produced the agenda of the November 22nd Special Meeting, recounting that the motion had been considered under confidential session. The Chair proposed moving the item to the public session from the confidential session.

**Point of Order:** Director Siemons rose to a point of order that as to whether the Board could even move the item into public session as that constituted a substantive motion that was not originally on the agenda for the Emergency Meeting, which would violate standing procedure.

Chairperson Velling requested a brief recess to review the minutes and assess legal methods to proceed under advisement from the Board.

**Recess**

**Be it resolved that**  Board recesses for fifteen (15) minutes beginning at 9:00 AM.  
*Chairperson Velling and Director Siemons.*

**Motion carries**  unanimously.

*Reconvened at 9:15 AM*
Secretary’s Note: Secretary Tran arrived at 9:15 AM

Chairperson Velling determined there were no immediately apparent mechanisms to make the discussion public at this Emergency Meeting as it is a substantive change to the agenda which was not included with the original agenda package. The Chair regretfully ruled that the discussion must occur in Confidential Session.

**Be it resolved that** Board moves into confidential session to discuss items pertaining to the Risk Management Committee (RMC).
*Director Siemons and Director Duong.*

**Motion carries** unanimously.

**Be it resolved that** Board exits Confidential session and returns to Public Session.
*Chairperson Velling and Secretary Tran.*

**Motion carries** unanimously.

Director Beauchemin brought up how Director Sesink had a point earlier that she wished to be considered. Chairperson Velling noted that Director Sesink’s discussion was under the scope of another agenda item. The Chair suggested moving forward with conversation.

Director Siemons was unsure if a subject would be more appropriate in one of the following items but, being intentionally vague, asked if the contents of the email chain were confidential. Chairperson Velling replied that the email exchange had been flagged as confidential, and then noted that discussion would require confidentiality in accordance with standing procedures.

**Be it resolved that** Board moves into confidential session to talk about Board emails.
*Chairperson Velling and Secretary Tran.*

**Motion carries** unanimously.

**Be it resolved that** Board moves out of confidential session.
*Chairperson Velling and Director Siemons.*

**Motion carries** unanimously.

Directors expressed they had neglected an item warranting confidential discussion and requested to return to confidential session.

**Be it resolved that** Board moves into confidential session to discuss a media and communication logistics related meeting between directors, staff, and executive.

*Director Siemons and Secretary Tran.*

**Motion carries** unanimously.
Be it resolved that Board exits confidential session to return to public session. 
Chairperson Velling and Director Duong.

Chairperson Velling stated that the Speaker’s list had been exhausted, and seeing no more discussion or questions from Directors he requested to move on with the agenda.

COMMUNICATIONS PERTAINING TO BOMBSHELTER

Be it resolved that Board will be carbon copied on all communications pertaining to the Bombshelter; and

Be it further resolved that:

- Board will transition all interfacing with marketing to Vice President, Education (Matthew Gerrits); or
- All formal media responses that require approval shall at minimum be approved by at least one Director who serves as a member on Risk Management Committee and the VP Operations and Finance.

Director Beauchemin and Director Plante.

Chairperson Velling referred to the Oral Conflict of Interest Declaration from Vice President, Gerrits and cited Board Procedure 3, §B(2), and ordered the Vice President, Education to exit the room until the conflict was lifted or the item was dispenses with.

Directors expressed that including Vice President, Gerrits in discussion was paramount, but due to persisting Conflict of Interest with respect to the item suggested that he be invited to remain in the room in a non-voting capacity until the conflict was lifted or until the item was dispensed with.

Be it resolved that Board suspends Procedure 3, §B(2), to allow Vice President, Gerrits to remain in the room for discussion in a non-voting capacity; and

Be it further resolved that the Board resolves no Conflict of Interest remains with the second option in the motion, and thus if the Board chooses the second option, Vice President, Gerrits shall be permitted to vote.

Director Siemons and Director Plante.

Motion carries.

Secretary’s Note: Vice President, Gerrits was invited back into the Board’s chambers and informed he was permitted to participate in discussion.

Director Siemons spoke to why he singled out Vice President, Gerrits as responsible party for communications related to the Bombshelter going forward. Director Siemons selected Vice President, Gerrits because of Vice President, Richardson’s endorsement (the Vice President, Student Life recommended Vice President, Gerrits for his ability to
write well during prior discussions). Director Siemons said that Vice President, Gerrits shows cognizance for the importance of marketing and communications and the impact poor or fraudulent communications could have on the Corporation. Director Beauchemin thinks that it is prudent that communication is accurate so that all parties be properly informed and so that misrepresentation does not occur.

Director Sesink asked if this motion as a whole was still necessary given the acknowledgement of fault and agreement to not misrepresent the Board’s decisions going forward by Vice President, MacMillan. Directors noted that the mistakes made in communication were seemingly accidental or misinterpretations by the Vice President, who had failed to check the official record with the Secretary or with other Directors.

**Point of Order:** Director Siemons rose to a point of order as to whether the Board was in the Public Session to ensure Confidential Session was not being abused. Chairperson Velling confirmed the Board was in Public Session and requested Director Sesink to continue.

Director Sesink finished her statements, requesting the Board’s opinion as to whether the motion remained necessary considering messaging was now in alignment and accurate. Director Beauchemin responded that the motion was still necessary, because while the Board was all on the same page currently, it may not be in the future, and it was better to be preemptive and validate the communication than be responsible for correcting mistakes. Directors agreed, recognizing that the underlying issue of mis-communication persisted, and adequate redress required proactive review of Bombshelter-related messaging and more involvement from Directors.

Vice President, Gerrits spoke to defend Vice President, MacMillan’s ability to interview well, notwithstanding earlier comments and understanding that misconceptions may have been a problem. The Vice President, Education explained it would look particularly odd to have himself speaking about the Bombshelter rather than a representative of the Operations & Finance portfolio. Vice President, Gerrits saw greater value in having a subject matter expert be responsible for communications provided they communicated truthfully and deferred to more reasonable parties when appropriate. Vice President, Gerrits suggested to Chairperson Velling to conduct a straw poll on director so that the Board could continue to make other amendments if necessary.

Director Sesink understood the concerns of Director Beauchemin and Director Siemons for keeping the Board informed and appraised of communications, but expressed support for Vice President, MacMillan remaining the communications point-person. The Director praised Vice President, MacMillan as a valuable asset.

Vice President, MacMillan stated that he now has a better understanding of the situation and is on the same page as the rest of the Board. He felt it would seem odd for Vice President, Gerrits to step in, especially for an interview at 10:30 AM which he had not prepared for.

Chairperson Velling moved to strike the first option regarding transferring responsibilities to Vice President, Gerrits.
Be it resolved that the Board strike:

Be it further resolved that the Board will transition all interfacing with marketing to Vice President, Education (Matthew Gerrits).

Chairperson Velling and Director Sesink.

Chairperson Velling stated that if statements are made in the future that undermine the Board or misrepresent the actions of the Board he would personally call for a meeting to address it or handle the matter according to disciplinary procedure. The Chair noted that the Board ought to provide opportunity for improvement.

Director Siemons noted that he supported striking the first option in the resolution because his primary objective was to ensure reliable and accurate communications going forward. Director Sesink spoke to Vice President, MacMillan’s reliability, and noted that misunderstanding was in the past.

Point of Information: Director Siemons rose to a point of information regarding which misunderstanding Director Sesink was referring. Chairperson Velling yielded to Director Sesink to clarify. Director Sesink stated she was referring to Vice President, MacMillan’s misunderstanding of Board’s decision.

Again, Chairperson Velling stated that Vice President, MacMillan had noted his email and other communications contained factually incorrect information and that Kurt had agreed to apologize to the involved staff. For speaking to media, Chairperson Velling stated that it was important that Vice President, MacMillan be the pointperson. Chairperson Velling expressed his intention to allow Vice President, MacMillan to own his decision and take responsibility for his decision, but stressed that the Vice President, Operations and Finance should be given the benefit of the doubt for misunderstanding. The Chair promised again to personally call for an Emergency or Special Meeting if the Vice President failed to follow the Board’s instructions or undermined the Board in the future.

Motion carries with Vice President, Gerrits present and not voting.

Point of Order: Director Siemons rose to a point of order as to violation of procedure and ethical duty by Vice President, MacMillan in voting "yay" on the previous motion. The Director queried the Chair as to whether the Vice President had a Conflict of Interest. Chairperson Velling ruled that the Vice President, Operations and Finance had a conflict of interest and ordered the Secretary to expunge from the record Vice President, MacMillan’s vote. The Chair questioned Director Beauchemin if the outcome of the vote would have been altered based on the voting record, Director Beauchemin confirmed the vote would have carried either way. The Chair ruled the item to have been adopted and proceeded to the main question.

The main motion now reads:

Be it resolved that Board will be carbon copied on all communications pertaining to the Bombshelter; and
Be it further resolved that all formal media responses that require approval shall at minimum be approved by at least one Director who serves as a member on Risk Management Committee and the VP Operations and Finance.

Vice President, Gerrits suggested an amendment to the main motion to include the word "formal" before "communication" in the first resolution.

Be it resolved that the Board amends the motion to replace "communications" with "formal communications" in the first resolution.

Vice President, Gerrits and Chairperson Velling.

Chairperson Velling expressed concern that such language might omit edge cases. President Wu believes the language adequately covers the edge cases. Chairperson Velling brought up how it excludes oral communications. President Wu still thought that this is appropriate for the motion. Director Siemons was concerned with the amount of ambiguity. Chairperson Velling also said that carbon copied covers the social media cases.

Vice President, Gerrits then asked Chairperson Velling if, as second to the motion, would support withdrawal.

Withdrawn from consideration by the movers

With no motions on the floor, Chairperson Velling offered the following amendment:

Be it resolved that the Board amends the first resolution to read:

"Be it resolved that the Board will be carbon copied on all communications pertaining to the Bombshelter, excluding social media, and Board shall be notified of all formal oral communications pertaining to the bomber."

Chairperson Velling and Director Siemons.

Adopted by friendly amendment

Vice President, Richardson proposed an amendment to the second resolution to specify the Bombshelter:

Be it resolved that the Board amends the first resolution to read:

"Be it further resolved that all formal media responses, pertaining to the Bombshelter, that require approval shall at minimum be approved by at least one Director who serves as a member on Risk Management Committee and the VP Operations and Finance."

Vice President, Richardson and Vice President, Gerrits.

Adopted by friendly amendment
Chairperson Velling excuses Vice President, MacMillan at 10:18 AM

Vice President, Gerrits said that he would like to amend the resolution to specify until the end of the governing year, by appending, “until April 30th, 2019.” Director Siemons agreed in principal, but noted for clarity that should be its own resolution.

**Be it resolved that** the Board amends an additional resolution to the question:

"Be it further resolved that these resolutions shall expire April 30th, 2019 at 11:59 PM.”

Chairperson Velling and Vice President, Gerrits.

**Adopted by friendly amendment**

The motion reads:

**Be it resolved that** Board will be carbon copied on all communications pertaining to the Bombshelter; and

**Be it further resolved that** All formal media responses that require approval shall at minimum be approved by at least one Director who serves as a member on the Risk Management Committee and the VP Operations and Finance.

**Be it further resolved that** These resolutions shall expire April 30th, 2019 at 11:59 PM

Motion carries with Director Duongin abstention.

Recess

**Be it resolved that** Board recesses for ten (10) minutes beginning at 10:22 AM.

Chairperson Velling and Vice President, Gerrits.

Motion carries unanimously.

Reconvened at 10:32 AM

Director Duong mentioned that while the motion has now passed, Board has not set any expectations for approvals and time-lines. The Director inquired what should expectations are reasonable, including response time by the Committee to notice provided by the Vice President, Operations and Finance.

Director Beauchemin trusted that the Risk Management Committee members could decide amongst themselves what expectations existed, as the Committee was responsible for approval of requests and had standards for assessing risks. Chairperson Velling agreed and further elaborated that the Committee should use a reasonable person standard. The Chair stated that response times should be within twenty four (24) hours of receipt to be reasonable. Beyond that time frame, barring exceptional circumstances, the Vice
President, Operations and Finance should be allowed to handle the situation (considering media responses require quick responses typically). The Chair stated that Directors who did not respond within a reasonable time frame had not basis to complain about violations of the now adopted motion, under the doctrine *qui tacet consentit*.  

Secretary Tran stated that since Vice President, MacMillan is not in the room this needs to be communicated to him. Chairperson Velling requested Risk Management Committee members to inform the Vice President, Operations and Finance and noted he would follow up with Vice President, MacMillan as well.  

The Chair implored Risk Management Directors to please respond to emails as soon as possible over the holidays, unless responding quickly deteriorates the quality of response, in which case exercise reasonable care to inform parties they are still considering the item.

**RISK MANAGEMENT COMMITTEE CHAIRPERSONSHIP**

**Be it resolved that** the Board suspends Procedure ____; and

**Be it further resolved that** the Board appoints Patricia Duong as the Risk Management Committee Chair.  
*Director Siemons and Secretary Tran.*

*Secretary’s Note:* Director Duong declared a Conflict of Interest and recused herself at 10:36 AM, leaving the Board chambers.

*Secretary’s Note:* the Chair permitted correction of a clerical errors and placeholders without amendment:

- Correct the spelling of Director Duong’s last name from "Doung" to 'Duong'.

*Secretary’s Note:* President Wu left Board chambers at 10:37 AM.

**Be it resolved that** Board entered Confidential Session to discuss the motion because Risk Management Committee is a confidential Committee of the Board*.  
*Director Siemons and Secretary Tran.*

At the Chair’s request the Board returned to Public Session.

**Be it resolved that** Board moves back into public session.  
*Director Duong and President Wu.*

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1 *Secretary’s Note:* "Qui tacet consentit" refers to the silent consent legal doctrine which states that consensus may be presumed to exist until voiced disagreement becomes evident. The corollary of this principle sets the onus on Directors to express disagreement with a course of action.

2 *Secretary’s Note:* The impetus for confidentiality for this item was that the rationale for the motion was primarily the product of confidential discourse and Committee decisions that could not be disclosed in Public Sessions due to legal and risk requirements.
Motion carries.

Secretary’s Note: during this period, the Board moved to suspend Procedure 3, §B(2), to allow Director Duong, the Vice Chair of the Risk Management Committee, to return to the room for discussion in a non-voting capacity.

Secretary’s Note: during this period, President Wu returned to the Boardroom.

Debate resumed on the main motion.

Vice President, Richardson requested this discussion to occur at another time, since Vice President, MacMillan was not present and many different options were being discussed. Vice President, Richardson moved to table the item until the next meeting.

Be it resolved that the Board tables the motion until the next regular meeting. Director Sesink and Vice President, Richardson.

Secretary Tran stated that if Board were to table the motion until next Board meeting, then there would still be some RMC meetings in that time in which problems would persist. Some of the frustration came from not getting responses and agendas in a timely manner which prohibited Directors on the Committee from exercising their duties. Secretary Tran and Director Siemons discouraged tabling the item and asked the Board to proceed with the original question.

Director Siemons echoed Secretary Tran’s point, stressing that it would be appreciated if the issues discussed ceased to occur. Again, there is potential for several Committee meetings in the period until the next Board meeting.

Directors then instructed the Chair to request the Vice President, Operations and Finance to seek approval by Director Duong on the digests from RMC that goes to next meeting, if the motion were to be tabled. Chairperson Velling responded in the affirmative and noted he would honour the Board’s instruction.

Director Siemons said that Board has more concerns that need to be solved by the motion sooner rather than later. Secretary Tran stated that giving chairpersonship to Director Duong solved some of the problems being faced.

Secretary’s Note: Director Duong left Board chambers at 11:23 AM. Vice President, MacMillan returned to Board chambers at 11:23 AM.

Vice President, MacMillan declared a Conflict of Interest with respect to the item and recused himself.

Be it resolved that Board suspends Procedure 3, §B(2), to allow Vice President, MacMillan to be in the room for discussion. Director Siemons and President Wu.

Motion carries unanimously.

Chairperson Velling ask if Vice President, MacMillan had any thoughts or concerns with the motion. Vice President, MacMillan replied saying that he did not have any problems with the motion presented and supported it. The Vice President, Operations and Finance stated that when the chairperson calls a meeting, everyone is expected
to be there. He stated that if the motion passes his schedule would be considered in consideration of meeting times.

Secretary’s Note: Director Duong joined the call at 11:26 AM.

Directors asked to vote on the main motion as it had now been endorsed by the Vice President, Operations and Finance. Chairperson Velling stated he could not permit consideration of the original question until the motion to table the item had been dispensed with.

Vice President, Richardson stated that the reasoning behind her motion was now futile, and withdrew the motion.

Withdrawn from consideration by the movers

The Chair invited additional discussion on the main motion. With no further discussion being raised, Chairperson Velling brought the item to a vote.

Motion carries with Director Duong and Vice President, MacMillan present and not voting.

BOMBSHELTER COMMUNICATION

Be it resolved that the motion to strike the motion from the agenda.

Chairperson Velling and Director Sesink.

Director Sesink stated the the resolution was nearly identical to a prior item on the agenda that had already been dispenses with after amendment.

Vice President, Richardson asked if the motion ought to be considered in part. Chairperson Velling stated no since the motion is to strike it entirely.

Motion carries with Vice President, MacMillan present and not voting.

EXECUTIVE PORTFOLIO

Be it resolved that the motion pertaining to Executive Portfolio be moved into confidential session.

Be it further resolved that the Board enters Confidential Session to discuss the motion.

Vice President, Gerrits and Director Siemons.

Motion carries

Be it resolved that Board exits Confidential Session and returns to Public Session.

Chairperson Velling and Director Siemons.

Motion carries unanimously.

Secretary’s Note: the Chair noted for record that the item had been struck from the Agenda during Confidential Session.
REPORT TO COUNCIL

Be it resolved that the VP Operations and Finance issue a full report to Council, approved by the Risk Management Committee, outlining senior management level considerations in the closure process (including Part-Time staff layoff) and detailing projected time-lines, workflows, and expected/planned consultations regarding renovations to the Bomber.

Director Siemons and Secretary Tran.

Secretary’s Note: a portion of this item was struck from the public agenda and moved to the confidential agenda (see *General Orders* on the Confidential Agenda for more information).

Director Siemons thought it was important Board begin to fix the PR strategy and the Vice President, Operations and Finance issuing a report regarding the Bomber closure. The Director highlighted that this would give Vice President, MacMillan a second chance to take responsibility for his decision. Further, Director Siemons underscored the importance of accountability to Students’ Council and that a full report was in order.

Secretary Tran thinks that it is important to go forward with a detailed report to Council in order to provide all the information the Board can. Chairperson Velling agreed wholeheartedly with a report to Council.

Chairperson Velling said that the letter the Board sent to Council does not touch on Management Decisions, which is why this motion would be prudent.

President Wu requested to amend the agenda to move part of the motion to confidential session. The President sought the advice of the Board and the Chair.

To address handling the motion, Chairperson Velling put the Board at ease at 11:40 AM. The Board returned to order at 11:45 AM.

The Chair first recommended suspension of procedure to permit the Vice President, Operations and Finance to participate in discussion in a non-voting capacity for the item.

Be it resolved that Board Suspends Procedure 3, §B(2), to allow Vice President, MacMillan to remain in the room for discussion.

Director Siemons and Director Beauchemin.

Motion carries unanimously.

Secretary’s Note: Vice President, MacMillan re-entered the room at 11:46 AM.

President Wu spoke to the contention and risk surrounding a portion of the motion.

The Chair noted he would look favourably upon a motion to divide the question so the portions could be considered independently.

Be it resolved that the Board divides the question.

Chairperson Velling and Vice President, Richardson.
**Motion carries** with Vice President, MacMillan present and not voting.

Richard requested the Board move the item formally onto the confidential Agenda. Director Beauchemin agreed and so moved.

**Be it resolved that** the Board amend the agenda to move an item pertaining to methods to clarify decisions of the Board and Senior Management respecting the Bombshelter to the Confidential Agenda.

**Be it further resolved that** that Board enter Confidential Session to discuss the item thus moved.

*Director Beauchemin and Vice President, Gerrits.*

**Motion carries** unanimously

*Secretary’s Note:* during Confidential Session the teleconferencing call was disconnected by the Chair at 12:39 PM when the Board could not verify there was not a third party on the line. The Chair put the assembly at ease until the situation could be rectified.

**Be it resolved that** Board moves back into public session.

*Secretary Tran and Director Siemons.*

**Motion carries** unanimously.

The Board returned to the regular Agenda after having addressed the item in the Confidential Agenda. Chairperson Velling stated the question on the table to be:

**Be it resolved that** the VP Operations and Finance issue a full report to Council, approved by the Risk Management Committee, outlining senior management level considerations in the closure process (including part time staff dismissal) and detailing projected time-lines, workflows, and expected/planned consultations regarding renovations to the Bomber.

*Director Siemons and Chairperson Velling.*

**Be it resolved that** Board amends both the motion and the Agenda to replace all occurrences of 'dismissal' with 'layoff'.

*Chairperson Velling and Director Siemons.*

Chairperson Velling noted that General Manager Burdett requested this correction prior to having to depart the Board chambers for another meeting.

**Motion carries**

Director Duong stated that there has been a strong desire to clarify what is happening with the Bombshelter by students and the report to Council should occur. Director Siemons clarified that Board would be getting carbon copied on the report to Council. Chairperson Velling expressed a desire to include the General Manager in the language of the motion so that Senior Management was included in drafting the report.

**Be it resolved that** the motion is amended ',', in conjunction with the General Manager'.

*Chairperson Velling and Director Sesink.*
Speaking to centralization, Vice President, Gerrits said that it might suit better to simply include only the Vice President, MacMillan as General Manager Burdett reports to Vice President, MacMillan and President Wu.

**Adopted by unfriendly amendment**

Board returned to the main motion. Vice President, Gerrits brought up that with the letter there might be some confidential information, that Council might get be upset they could not have more access to. Board should prepare to answer why certain items are confidential. Chairperson Velling said that the Board was bound to uphold confidentiality and it would be different reasons depending on the question, be it Human Resources related or a legal matter. The Chair invited Directors to attend the Council meeting on January 13th to help answer questions. Chairperson Velling also encouraged Vice President, MacMillan to request a recess at the Council meeting at any time if he felt he needed to discuss with Directors how to most appropriately respond to situations which might arise.

Vice President, Gerrits stated that with that being said, since Vice President, MacMillan and General Manager Burdett are not in the room it would be wise for Board to list out items to include in such a report. The Board agreed that outlining as much information as possible in the context of confidentiality was better. The Chair noted that many items, such as emails to Bomber staff, had already been made public and as such could factor into a report even if they were originally confidential. Chairperson Velling and Secretary Tran encouraged Executives to reach out if they were uncertain as to confidentiality, noting that such matters should be conferred with Board.

The Board highlighted that the report should include, but by no means be limited to:

- Management decision making time-lines and considerations;
- Things that are important to say that did not make it into the email to staff after the staff meeting (eg. references letter);
- Expected and planned consultations (this report to Council should be forward looking as well as backward looking);
- Details into the time-line of consultation if possible and the methods that will be used to receive feedback.

The motion as amended now read:

**Be it resolved that** the VP Operations and Finance, in conjunction with the General Manager, issue a full report to Council, approved by the Risk Management Committee, outlining senior management level considerations in the closure process (including part-time staff layoff) and detailing projected time-lines, workflows, and expected/planned consultations regarding renovations to the Bomber.

Without further debate, the Chair brought the item to the floor for a vote.

**Motion carries** with Chairperson Velling and Secretary Tran in favour.
ADJOURNMENT

As no other business is permitted at this Emergency Meeting, the Chair called for adjournment.

Be it resolved that the Chairperson Velling adjourn the meeting at 1:08 PM. Chairperson Velling and Director Siemons. Motion carries unanimously.