Federation of Students’ Board Agenda

Regular Meeting

SLC 1106, University of Waterloo

Chair: CHAIRMAN PLANTE  Secretary: SECRETARY EASTON

ATTENDANCE

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

Expected Attendees:

• President Beauchemin
• General Manager Burdett+
• Director De Sousa
• Secretary Easton
• Director Eyre
• Vice President Fitzpatrick

+ Non-Voting Resource Member

Expected Absences:

• Vice President Gerrits
• Director Hunte
• Director Parmar
• Chairman Plante
• Director Town
• Vice President Velling

ORDER OF BUSINESS

Public Session

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1.0 PRELIMINARIES

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

1.1 CALL TO ORDER

The Chair calls the meeting to order at 5:30 PM.

1.2 APPROVAL OF THE AGENDA

The Chair assumes the Agenda.

1.3 TERRITORIAL ACKNOWLEDGEMENT

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

"The University of Waterloo is on the traditional territory of the Neutral, Anishnaabeg, and Haudenosaunee peoples. The University of Waterloo is situated on the Haldimand Tract, land promised to the Six Nations, which includes six miles on each side of the Grand River."

1.4 ORAL CONFLICT OF INTEREST DECLARATION

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

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

1.5 REMARKS OF THE CHAIR

2.0 APPROVAL OF THE MINUTES

2.1 OCTOBER 2ND MINUTES

Be it resolved that the Board approves the public minutes of the October 2nd Special Meeting as presented.

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

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

3.1 EXECUTIVE REPORTS

Each executive will provide an oral report.

1. President (Beauchemin)

2. Vice President of Operations & Finance (Velling)
   (a) Capital Improvement Plan Solicitation of Proposals

3. Vice President of Education (Gerrits)

4. Vice President of Student Life (Fitzpatrick)

3.2 COMMITTEE REPORTS

Each Committee Chair will provide an oral report.

1. Executive Committee (President Beauchemin)

2. Ad Hoc Committee on Organizational Transition (Director Parmar)

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

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

5. Select Committee on Executive Structure Review (Director Town)

4.0 BUSINESS ARISING FROM THE MINUTES

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

4.1 REPORT ON THE CORPORATE SECRETARY ROLE

Be it resolved that the Board accepts the report regarding the review of a Corporate Secretary, as presented.

Submitted By: Vice President Velling, Chairman Plante and Secretary Easton

Note: two copies of the report are presented for review by the Board; the public redacted copy is to be attached to the public agenda for release and the confidential internal copy is for review by Directors on Sharepoint.
5.0 General Orders

5.1 Election to Planning, Student Spaces and Works Committee

Be it resolved that the Board elects _____ to the new Director seat on the Planning, Student Spaces and Works Committee.

Submitted By: Chairman Plante

5.2 Executive Pay

Submitted By: Vice President Gerrits

Note: please refer to the attached Executive Salary Memo which presents potential options in guiding this discussion.

Note: also, please review Board Procedure 12, Executive Salaries and Contracts, prior to this discussion.

6.0 Other Business

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

Confidential Session

Be it resolved that the Board enters confidential session.

7.0 Preliminaries

7.1 Approval of the Agenda

The Chair assumes the Agenda.

7.2 Oral Conflict of Interest Declaration

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

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

7.4 October 2nd Minutes

Motion: October 2nd confidential minutes.

8.0 Reports

8.1 Executive Reports
Each executive will provide an oral report.

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

8.2 Committee Reports
Each Committee Chair will provide an oral report.

1. Executive Committee (President Beauchemin)
2. Risk Management Committee (Vice President Velling)
3. Personnel Committee (Vice President Velling)
4. Health Plan Oversight Committee (Vice President Velling)

9.0 General Orders

9.1 Addendum to Health and Dental Plan

Motion: Addendum to the Health and Dental Plan Agreement.

9.2 Fee Review Process and General Direction

Discussion: Fee review process in light of recent SCI court ruling.
10.0 OTHER BUSINESS

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

Public Session

Be it resolved that the Board leaves confidential session.

11.0 ANNOUNCEMENTS

Winter Term Meeting Scheduling: Please complete the poll that has been circulated by the end of the week.

12.0 ADJOURNMENT

Be it resolved that the Chair adjourns the meeting.
Federation of Students’ Minutes  
SLC 1106, University of Waterloo  
Chair: Chairman Plante  Secretary: Secretary Easton

ATTENDANCE  
The following members were present:

- President Beauchemin  
- Vice President Gerrits  
- Vice President Velling  
- Vice President Fitzpatrick  
- Chairman Plante  
- Director De Sousa

* remote | †late  
The following members were absent:

- General Manager Burdett*

* regrets

Regular Session

PRELIMINARIES

CALL TO ORDER  
A quorum being present, Chairman Plante called the meeting to order at 5:40PM.

APPROVAL OF THE AGENDA  
The Chair assumes the Agenda.
TERRITORIAL ACKNOWLEDGEMENT

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

“The University of Waterloo is on the traditional territory of the Neutral, Anishnaabeg, and Haudenosaunee peoples. The University of Waterloo is situated on the Haldimand Tract, land promised to the Six Nations, which includes six miles on each side of the Grand River.”

ORAL CONFLICT OF INTEREST DECLARATION

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

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

REMARKS FROM THE CHAIR

The Chair went over the order of the agenda for the Board.

Confidential Session

Be it resolved that the Board moves into confidential session at 5:45PM.
President Beauchemin and Vice President Velling.

Motion carries

Regular Session

Be it resolved that the Board move into public session at 7:45PM.
Chairman Plante and President Beauchemin.

Motion carries

GENERAL ORDERS

AUDITED FINANCIAL STATEMENTS

Be it resolved that the Board approves the audited financial statements of the Corporation for the 2018-19 fiscal year
Be it further resolved that the approved audited financial statements be added to the General Meeting Agenda for information.

Vice President Velling and Director Hunte.

The Board considered the items that had been presented in confidential session and proceeded to a vote on the question.

Motion carries unanimously

**Amendment to Bylaws Article 4**

Be it resolved that the Board approves the amendments to Article 4, Section 1 of the Bylaws as presented, for General Meeting ratification.

Chairman Plante and Vice President Velling.

Motion carries unanimously

**Bylaw Amendments Previously Approved**

Be it resolved that Bylaw amendments previously re-approved by the Board (see attached).

Chairman Plante and President Beauchemin.

A concern was raised that amendments might still need to be approved but it was concluded that once they are approved, they will start operating under the final board step

Motion carries unanimously

**Amendment to Amendment of Bylaws Article 9**

Be it resolved that the Board adopts the amendments to the amendment of Article 9 of the Bylaws as presented, for General Meeting ratification.

Chairman Plante and President Beauchemin.

A concern was raised regarding why councillors get more proxies than the general members at the general meetings. The response noted councillors do not have any additional votes for themselves and that they are not allowed to pick their proxies. Therefore, at the end of the day, each proxy vote stands for a single student’s vote.

Be it resolved that the Board amend Article 9.8(3) to state the following:

"The Chair of the Board and the President shall be jointly responsible for ensuring that each Director and/or Officer is familiarized and complies with the Policies and Bylaws of the Corporation, Board Procedures, and applicable statutes."

Vice President Velling and President Beauchemin.

Directors discussed and had no concerns with the amendment proposed. The amendment to the main motion proceeded to a vote.
Motion carries unanimously

The Board returned to the main motion, as now amended. Without further amendment or concern, the Chair brought the question on floor to a vote.

Motion carries unanimously

Secretary’s Note: Director Town arrived at 8:12PM

Rule Regarding the Adoption of the Agenda of General Meetings

Be it resolved that the Board approves the following text to be affixed as a footnote on the Annual General Meeting agenda in relation to the item entitled Adoption of the Agenda:

"By adopting the agenda, the Assembly accepts the course of business for the Annual General Meeting of the Corporation. Any items that are not addressed, unless otherwise dispensed with or referred by the Assembly elsewhere, including due to loss of quorum, shall be understood to be referred to the Students' Council for rendering of a decision."

Vice President Velling and Chairman Plante.

A concern was raised whether this would incentivize people to push all issues towards Council to solve rather than attend the meeting. Directors discussed and the Board felt that the proposed avenue would provide secondary mechanism to execute the business of the Corporation that would otherwise be impaired due to loss of quorum. Members concerned could still attend as they wished, including to Council meetings where they hold speaking rights, but this change better positioned the Corporation to act on critical business while remaining accountable to students’ elected representatives on the Students’ Council.

Another concern was raised whether the items would still be referred to Council if they were otherwise dispensed with. This question was resolved to the agreement of the Board by review of the proposed language.

Without further concerns, the Board expressed support for the item and the Chair brought the question to a vote.

Motion carries

Appointment of the Auditor

Be it resolved that the Board authorizes the Auditor Request-for-Proposal (RFP) Selection Committee, consisting of the VP Operations Finance, General Manager, Accounting Manager, and Secretary of the Corporation, to recommend on behalf of the Board the auditor for appointment by the Annual General Meeting of the Corporation;
Be it further resolved that the VP Operations & Finance shall inform the Board of Directors as soon as a candidate is selected for recommendation;

Be it further resolved that the VP Operations & Finance, or designate, shall present to the General Meeting the recommended candidate on behalf of the Board of Directors.

Vice President Velling and Vice President Gerrits.

The Vice President, Operations and Finance reported the process of the request for proposal (RFP) to the Board, noting that an addendum to the original RFP had been issued to include the Societies audits. As a result of this addition, no outcome from procurement was ready yet. The Vice President, Operations and Finance requested the Board authorize the selection committee to make its recommendation directly to the assembly on behalf of the Board. Directors supported this recommendation.

Motion carries unanimously

SLC BUILDING FEE

Be it resolved that the Board accept the presentation of the Vice President, Operations & Finance to include a for information item in relation to the elimination of the SSAC SLC Fees and the increase of the SLC Facilities fee in equivalent amount.

Chairman Plante and President Beauchemin.

The Board reviewed the submitted documentation from the Vice President, Operations and Finance, Directors saw no concerns with the proposal and supported increasing accountability of undergraduate fees to the student association, as it respects the Student Life Centre (SLC).

Motion carries unanimously

Secretary's Note: Director Parmar enters meeting at 8:35PM

CAPITAL FEE REPORT

Be it resolved that the Board approves, for addition to the General Meeting agenda, the creation of a dedicated fee to support capital maintenance, improvement, and expansion for student spaces (e.g. Student Life Centre), including future compliance requirements under changes to accessibility legislation as may be required, in an amount not exceeding $20 dollars, contingent on the successful adoption of a capital program by the Students’ Council.

President Beauchemin and Vice President Gerrits.

Be it resolved that the Board amend the amount of the proposed increase to $15.00 rather than $20.00 per term.

Vice President Velling and Chairman Plante.

Vice President Velling noted that a number of Directors expressed concerns with the possibility of adopting a $20.00 termly fee increase at the General Meeting. Directors
had encouraged the Vice President, Operations and Finance to reduce the proposed amount to a more reasonable $15.00 to begin with, subject to later increases in the future as needed. As a result, Vice President Velling proposed the reduction

**Motion carries unanimously**

Discussion around the fee ensued. The Vice President, Operations and Finance noted that currently the operating budget was being used to provide capital costs entirely, this has a negative long-term effect and could be observed in the last decade of capital expenses.

A concern was raised as to why some students such as part-time students, only pay thirty percent (30%) of the fee. The Executive noted the bylaws require part-time students be pro-rated operating fees at thirty percent, and so this capital fee was treated similarly.

Another concern was brought up regarding how the added money would be spent. Vice President Velling highlighted the attached program draft on expenditure of a capital fund, capital planning by the Board, and capital budgeting by Council and the Board. Directors were pleased with the level of research and the environment scan to other associations.

**Motion carries unanimously**

**APPROVAL OF THE ANNUAL GENERAL MEETING AGENDA**

**Be it resolved that** the Board approves the agenda for the Fall 2019 Annual General Meeting of the Corporation, as amended, if amended;

**Be it further resolved that** the Board permits the Chair of the Board and the President to make editorial amendments to the agenda, as reasonably required.

*Vice President Gerrits and Vice President Velling.*

The Board considered the items received from the Call for Agenda items. The President also presented a series of items that he was unsure would qualify as motions. Vice President Velling advised the Board on the legal duty to include the motions and the likely requirement to, in good faith, preserve the intent of the members who submitted items, as the bylaws require the Board to consider all member motions and include them on the agenda, with the exception of bylaw amendments. Acting on this advice, the Board restructured the proposals that were submitted without a good basis of understanding on parliamentary procedure into cogent motions or information items that could be included on the agenda.

**Be it resolved that** the Board authorizes the President and Chair to make those editorial and formatting amendments as may be necessary for the publication of the Agenda for the Annual General Meeting.

*Vice President Velling and President Beauchemin.*

**Motion carries unanimously**

**Motion carries unanimously**
ANNOUNCEMENTS

OUSA Fee Adjustment

Vice President Gerrits noted he had completed a financial analysis and provided a number of options to review, one of which was an increase to the OUSA fee in order to offset some of the reduction in revenues for the student alliance due to opt-outs. Inquired as to whether the Board would look favourably on an increase of the OUSA fee.

ADJOURNMENT

Be it resolved that the Chair adjourn the meeting at 9:35.
President Beauchemin and Vice President Velling.

Motion carries unanimously
Introduction

Pursuant to the Board’s request at its September Regular Meeting, a report, including a recommended course of action, has been compiled on the role of the Secretary of the Corporation. This request was made because of repeated challenges and difficulties the organization has felt because of the current structure of the Secretary role, which is taken on by an Executive or by a Director on a voluntary basis.

Guiding Principles

The role of a Corporate Secretary is vital to any organization, but especially to one such as WUSA which has a complex governance structure and annualized (or in some cases more frequent) turn-over in governance and executive leadership. The guiding principles of this report are to provide WUSA with an effective Corporate Secretary which includes:

- Having clearly organized records and standardized minutes to meet statutory obligations, policy requirements, ensure procedural processes are obeyed, and provide historical perspective as a secondary source of institutional memory alongside the General Manager.
- Providing Council as the governing body and the Board as the body corporate, as well as their officers, with training, support, advice and historical precedent of governance matters.
- Ensuring sufficient support exists for the Executive Committee, General Manager, and other Officers for maintenance, storage, curation, and stewardship or legal
records, contracts, agreements, minutes, and other essential documentation. This role can and should serve as an assistant to the Executive in the execution of their duties, providing critical administrative and organizational support.

- Ensuring record-keeping and supporting autonomous constituency Societies under the auspices of WUSA to meet required statutory and regulatory standards compliance.

**Assessment of Current Failures**

In assessing the current structure of the role of Secretary of the Corporation a number of systemic failures have been identified by both current and former Executives and Officers.

- **Constant turnover** — This has brought about a lack of consistency in record keeping between governing years as well as a lack of long term perspective. This can make it difficult to determine what the Board has done in the past.

- **Insufficient capacity** — The work of a Corporate Secretary is quite time consuming and it is often beyond the capacity of a single volunteer, or as recent history reveals that of a part-time staff member, who may already serve as a Director, Councillor, Commissioner or an Executive, to complete the full breadth of what is needed.

- **Absence of support to Officers and Executives** — Because the Corporate Secretary is changing every year and is often a novice at their role, they are unable to provide evidence-based, historically informed advice and training on governance related matters.

- **Critical Recordkeeping and Stewardship** — Lack of record of critical precedent, standing decisions, special resolutions, and other demands of governance which require repeated, consistent, and impartially measured interpretation for advisement of the President, Chair of the Board, Speaker of Council, and the chairs of various committees and decision-making bodies of the Board, Council, constituency Societies, and joint bodies with the University.

- **Lines of Reporting and Opportunities for Abuse** — With but one line of reporting to the Board from the administrative and operational components of the organization (the General Manager) a window of opportunity for potential exploitation exists. Executive, normally acting on the advice of staff and appropriate counsel, are in a similar position. This in no way is an indication that such abuse currently exists, in
fact quite the opposite as it was the General Manager who noted this window of opportunity and suggested increasing lines of reporting to the Board and Council to close it. Nevertheless, with minimal reporting to the Board from all but the Executive -- who are infrequently experts in their portfolios -- there is a strong case for refining the administrative support infrastructure for governance to avoid potential for exploitation.

Working Group and Timeline

The working group tasked by the Board, composed of the Vice President, Operations & Finance, the Chair of the Board, and the Secretary of the Corporation, and acted in direct consultation with the General Manager to conduct the reviews, environmental scans, and come to conclusions on a recommended course of action. The General Manager was instrumental in these meetings in assessment of current failures, historical direction, and outreach to other student associations.

The working group initially met in late September to outline the process and workflow. The group met regularly over the months of October and November and performed reviews, financial analysis, environmental scans, and similar. A final report was prepared for the December 2nd Board of Directors regular meeting for purposes of a decision so further efforts could be made in outcomes based on such direction.

Review of Potential Options

The working group reviewed various historical methods, current practices, and additional options available. The following is a short-list of the possible options explored:

- Return the Secretary role to a volunteer (singular);
- Continue the current pilot of a volunteer Secretary of the Corporation (as a Director) supported by part-time staff recording secretaries/clerks;
- Move to a part-time Secretary of the Corporation (as a Director or otherwise) role with potential volunteer or part-time staff support for recording or clerk duties;
- Move to a full-time Corporate Secretary (singular);
- Move to a full-time Corporate Secretary with part-time staff support for recording or clerk duties role
  - Contract Role
  - Permanent on-going
- Use of a current staff role (singular) or the divvying up of responsibilities of a Corporate Secretary amongst current staff members (plural).

**Environment Scan**

**Review of Comparable Roles on Campus**

A number of other roles within the University of Waterloo were examined to develop options for what a potential Secretary of the Corporation would look like. The roles examined were in fields that would be relevant to the work of a Corporate Secretary including record keeping, administrative support and secretary duties itself. The most commensurate roles were found in the Office of the Secretariat, which provides the Secretarial duties to the University and its governing bodies. A full summary of the job descriptions examined are included as Appendix 2.

**Review of Other Student Associations**

Four other student associations were examined to see how their organizational structure encompasses the role of Corporate Secretary. The comparison found that there is no standardized practice with each association having different individuals filling the role. That being said, many associations recognized the need for improved secretarial support and indicated efforts to move in such a direction in the near- to mid-term future. Some student

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1 Note that this option presented some challenges in future compliance with the expected roll-out of the Ontario *Not-for-Profit Corporations Act*, S.O. 2010, due to limitations on the number of Directors eligible to be employed by the Corporation.
associations had full-time advisory and minuting staff to support their governance operations, others employed part-time students year round.

While no association had a full-time role solely dedicated to being the Corporate Secretary, all provide significantly more staff support to that function and to executive/administrative assistance functions than WUSA currently does. For example, the University Student Council (USC) at Western University has a Manager of Advocacy and Governance Services as well as an Executive Assistant that oversees executive processes, works with the Chair of the Board to coordinate meetings, and takes minutes. At Brock University, secretarial support, recording, and advisement on policy and regulatory affairs have been centralized in a Governance Operations Department headed by a Director-level role. A brief summary of the comparison can be found in Appendix 4.

In nearly all cases examined, the role of governance has been made distinct from the function of advocacy, allowing internal reflection and development while maintaining strong lines of support for government relations, lobbying, and stakeholder engagement. This model could be useful in WUSA where, heretofore, governance and advocacy have often been consolidated, their intertwined roles seemingly mistaken for redundancy, or where investments in governance and advocacy have historically been undervalued relative to other organization priorities despite bring the predominant objects of the corporation as outlined in the letters patent and supplementary letters patent.
Recommendations

It is the recommendation of the working group that the Board of Directors formalize the role of Corporate Secretary to act as a secretary and administrative assistant to the functions of governance and the General Manager, as well as a supporting Executive Assistant role. A full-time permanent on-going Corporate Secretary would provide the greatest return on investment, continuity and infrastructure for change management, reduce risks of abuse, and ensure statutory, regulatory, and policy compliance occurs.

The working group recommends that the Board:

1) Direct the Personnel Committee to formalize a job description for a Corporate Secretary/EA, to be presented at the January 2020 regular meeting of the Board;
   a) The Committee will ensure there is sufficient work for a full-time role, and where there is availability in job function, will ensure executive assistant and administrative officer type duties that might be required of the role be included;
2) That such a role should be trialed on a 12 to 18 month basis as a full-time contract role, at which point re-evaluation by the Personnel Committee should occur to adjust the role or approve it as a permanent on-going role; and
3) That, finally, the Personnel Committee advance with the permanent on-going Corporate Secretary role pending the foregoing review.

Note that the adoption of this report and appendices constitutes approval of its recommendations, in a manner as outlined herein. The remainder of this report recommends and outlines the impacts, considerations, and necessary direction for the formalization of the Corporate Secretary into a full-time role.

Full-Time Corporate Secretary: Draft Job Description

Development of a draft Job Description was based on the environment scan of on-campus roles and consideration of roles and status of corporate/recording secretary at other student association. In addition, common elements of equivalent roles in the not-for-profit sector factored into the job description generally. The draft Job Description shown in
Appendix 3 was developed considering current failures and the guiding principles in mind. In addition, review of current statutory, regulatory, bylaw, and policy duties of a Corporate Secretary were considered and reflected in the role.

Please note that the draft is not considered for approval within this report, it is an information item attached to supplement this report and its recommendations. Should this report be adopted, the draft would be referred to the Personnel Committee to consider and amend the Job Description and issue a Job Description for approval at the subsequent regular meeting of the Board.

Location in the Organizational Chart and Reporting

A Full-Time Corporate Secretary role, while legally and fiduciarily accountable to the Board and other instruments of governance, would be expected to report to the General Manager. Reporting does undermine the fundamental duties of the Officer to the Board, Council, and committees thereof; rather, it provides a means for the chief administrative officer of the organization (the General Manager) to oversee staff functions and ensure that accountabilities of the role and duties assigned by governance and Executive are being acted upon.

Unless otherwise determined by the Personnel Committee, the role would be seen as an executive/administrative assistant to the General Manager and Offices of the President, Chair, and Vice President, Operations & Finance, more generally in accordance with Article 9.3(1), 9.8(2), and 9.9(1) regarding management and administration of governing documents and policies of the corporation.

Looking forward, a similar opportunity to Western University Students Council (USC) or Brock Undergraduate Student Union (BUSU) may present itself in future years for WUSA in formalizing a “Secretariat” for the student government at Waterloo, in the same vein as the director-level role for governance operations/affairs. This could potentially be re-examined by the Board during or at the conclusion of the next long-range plan.

[chart on next page]
Statutory and Bylaw Considerations

Unless otherwise delegated by the Board of Directors, the Vice President, Operations & Finance, would retain the legal responsibilities of Secretary of the Corporation as described under the bylaws, including serving in an advisory capacity as required. However, the administrative, record-taking and maintenance, some advisory functions, and other many other job duties would be devolved by the Vice President, Operations & Finance, to the Corporate Secretary.

Pursuant to the bylaws, with the President & Chair being empowered jointly to manage the governing documents and policies of the Corporation, and the President being responsible for the administration of the affairs of the Corporation, the Office of the Vice President, Operations & Finance (including the Corporate Secretary) would execute their duties in accordance with the interpretations and direction of the President and Chair. This generates a streamlined, quasi-independent chain of accountability for the functions of
“state” (corporate administrative affairs that need to be unaffected by politics) that begins with the Corporate Secretary, in the following manner:

The Corporate Secretary
→ Reports to General Manager + Acts under Powers/Responsibilities devolved by Vice President, Operations & Finance;
→ Accountable to the President & Chair for statutory, regulatory, policy, and governing document compliance and records management;
→ Accountable to and empowered by Board of Directors;
→ Reports to/Overseen by the Students’ Council.

This framework is well aligned with the Ontario Corporations Act, R.S.O. 1990 (the “Act”), particularly §289 regarding the Secretary of the Corporation as an Officer. In addition, the devolution of authority to a Corporate Secretary role is compliant with provisions of the Act allowing for the appointment of Acting (or Assistant) Secretaries:

"If the office of secretary is vacant or if for any reason the secretary is unable to act, anything required or authorized to be done by the secretary may be done by an assistant secretary or, if there is no assistant secretary able to act, by any other officer of the corporation authorized generally or specifically in that behalf by the directors. R.S.O. 1990, c. C.38, s. 289."

In this sense, the Corporate Secretary would be the Assistant Secretary of the Corporation under the Act, and would satisfy the condition of Article 9.9(3) regarding the Secretary of the Corporation appointing or seeing to the appointment of a recording secretary of the various governance bodies of the Federation.

**Costing and Financial Impact Review**

Based on the on-campus review for equity in job function and roles, we can expect a FTS Secretary role to come back on the order of a University Salary Grade (USG) of between 9 and 13. Taking the ceiling of the average value of the scanned roles with the most similarly in function, we expect a role with a salary the average of the Job Value of a USG 10 to 13. In such instance, we could expect a salary of approximately $95,579.30 ± $17,426.44 (± 18.23%). In excess of this, benefits costing is reasonably estimated at 20% of salary costs,
i.e. $19,115.80 ± $3485.29. So, the upper bound of total compensation impacting the bottom-line would be $114,695.10 ± $17,771.55.

Based on the adopted recommendations of the Provost’s Advisory Committee on Staff Compensation (PACSC), under the UW Staff Association and UW Human Resources Department compensation agreement, this would see approximately 2.15%, 2.00%, and 2.00% base growth each fiscal year between FY2020-2022.

Fee Adjustment Mechanism

With inflation projections from Statistics Canada expected to be 2.01%, 2.03%, and 2.15% over the next three fiscal years, staff compensation changes will have good parity with Consumer Price Index of Canada (CPI), with some minor differences year-to-year. This allows for two models of fee adjustment to support this role:

- **OPTION A** – One-time fixed increase for the role spread across the suite of fees that makes up the Operating Levy (with continued annual CPI adjustment)
- **OPTION B** – Smoothed-out fee increases over three years (with continued annual CPI adjustment spread across the suite of fees that makes up the Operating Levy)

Conclusions from these two approaches are presented below.

**OPTION A:**

Representing a total one-time fixed increase of between $2.02 to $2.39 (where $2.02 is the base increase assuming no error and the additional $0.37 is a corrective measure for potential propagated error in grading), this approach ensures the Corporation is not scrambling to finance a role that is not fully funded in advance.

<table>
<thead>
<tr>
<th>Fee Increment</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Salary</td>
<td>$1.65 ± $0.31</td>
</tr>
<tr>
<td>Salary Growth FY2020-2022</td>
<td>$0.07 ± $0.01</td>
</tr>
<tr>
<td>Benefits + Growth FY2020-2022</td>
<td>$0.34 ± $0.06</td>
</tr>
<tr>
<td><strong>Total Adjustment</strong></td>
<td>$2.02 ± $0.37</td>
</tr>
<tr>
<td><strong>Recommended Adjustment</strong></td>
<td>$2.39</td>
</tr>
</tbody>
</table>
Under this approach, the role would be funded to provide service immediately without need for further belt tightening on already minimal budgets in some departments. As a one-time increase, there would be substantially reduced risk associated with reliance on a General Meeting or Council meeting achieving and maintaining quorum to adopt adjustments and no risk from needing to pass planned increments year-over-year after the preliminary motion is adopted.

Note: Should the potential propagated error not be accounted for in this model then the increase would be lower, obviously. While it is the recommendation of the working group to take the most prudent course of action with the lowest risk (i.e. account for error considerations), it is also not unrealistic the upper bound presented without error is an accurate estimate.

**OPTION B:**
Representing a three-year staggered increase to smooth out fees impacts, this approach would see an immediate $0.69 to $0.71 increase to fees (inclusive of both base increase and corrective measures for propagated error) in the first year, followed by successive increases of a comparable amount both indexed for inflation and for staff compensation increments.

<table>
<thead>
<tr>
<th>Increase Per Year (incl. CPI)</th>
<th>w/ Enrollment Growth</th>
<th>w/o Enrollment Growth</th>
<th>Recommended Adjustments</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY2020</td>
<td>$0.54 ± $0.15</td>
<td>$0.56 ± $0.15</td>
<td>$0.71+20%</td>
</tr>
<tr>
<td>FY2021</td>
<td>$0.56 ± $0.15</td>
<td>$0.59 ± $0.16</td>
<td>$0.74+20%</td>
</tr>
<tr>
<td>FY2022</td>
<td>$0.57 ± $0.16</td>
<td>$0.59 ± $0.16</td>
<td>$0.75+20%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Excess Adjustment Above Std CPI</th>
<th>w/ Enrollment Growth</th>
<th>w/o Enrollment Growth</th>
<th>Recommended Adjustments</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY2020</td>
<td>$0.54 ± $0.08</td>
<td>$0.56 ± $0.09</td>
<td>$0.64+20%</td>
</tr>
<tr>
<td>FY2021</td>
<td>$0.54 ± $0.19</td>
<td>$0.57 ± $0.20</td>
<td>$0.77+20%</td>
</tr>
<tr>
<td>FY2022</td>
<td>$0.56 ± $0.20</td>
<td>$0.58 ± $0.21</td>
<td>$0.78+20%</td>
</tr>
</tbody>
</table>
Under this approach, the average student benefits from a more minimal fee increase, and there is some benefit due to enrollment growth, but it goes unrealized due to the error propagation correction implemented in this model. Should error not be accounted for in this model then increases would be lower, as in Option A.

Selecting Option B under the conservative estimations of enrollment growth (i.e. assuming static enrollment), means an under correction for the additional staff role and may position the Corporation to be short-changed in the near future as adjustments for the role are not paid for until three years following its implementation.

**Conclusion on Financial Direction**

Given these considerations, Option A is recommended as it will have the most minimal impact on the already strained working capital of the Corporation because the role will be fully funded from the start. It is recommended that in either approach, the increase be included with the increases for all staff salary growth and presented to the Students’ Council or Winter General Meeting when the fee adjustments for regrading cost estimates are determined.

**Determination of Compulsory or Optional Fee Status**

Given that the role of a Secretary and Assistant Secretary of the Corporation are required and regulated under the *Ontario Corporations Act*, R.S.O. 1990, with associated duties for the administration, management, certification and recording of all records, legal notices, and similar, this role would most likely be defined as an essential function of the student association in the eyes of both the University and Students’ Council.

*Single Fee Increment Approach* — Due to reasonability of the role as a compliance feature, the associated fees could be primarily or completely made as an increment to the “WUSA Corporations Act Compliance Fee” (a compulsory fee category under the Operating Levy).

*Distributed Fee Increment Approach* — The cost could also be spread over all fees, with a proportionate weighting to the compulsory categories given the compliance-directed nature of this role.
Funding through Administrative Overhead — Otherwise, the costs of the roel could be apportioned from the administrative overhead assessed on Administered Fund Levies. This would in turn require increments to the Administrative Overhead charged on each such Levy, currently 2.5% of premium.

Conclusion
The associated distribution of costs can most probably be apportioned under compulsory categories, pending concurrence from the University of Waterloo's administration and the Students' Council, in accordance with its right to determine which components of the Operating Levy are made compulsory or optional under Article 4.1(3) of the Bylaws.

Note regarding Student Choice Initiative uncertainty:
the considerations in this section are based on the now quashed Tuition Fee Framework and Ancillary Fee Guidelines Publicly-Assisted Universities Ministry of Training, Colleges and Universities 2019-20 and 2020-21 (“Student Choice Initiative” or SCI), which regulated compulsory vs. optional ancillary fees under status as enterprises deemed essential or non-essential to higher-education experience. Despite the ruling of the Courts, there is uncertainty in whether the Student Choice Initiative will be reinstalled by an appellate court, be integrated into a new statute providing regulatory authority to the cabinet to issue such a directive, otherwise voluntarily implemented by Universities and Colleges, or completely abandoned by her Majesty’s Government of Ontario. With lack of clarity as to the current direction of the government, the working group deemed it appropriate to outline the various courses of funding available in the event that a form of SCI returns.
APPENDICES:

(1) Investigation of Performance and Outcomes (Feedback from former Officers, Directors, and Councillors)

The below statements are excerpts from electronic interviews and requested answers to questions of interest to the working group.

A. Christopher Lolas (President, 2015-2017)  
   [STATEMENT REDACTED]

B. Tristan Potter (Secretary of the Corporation, 2017-2018)  
   [STATEMENT REDACTED]

C. Tomson Tran (Secretary of the Corporation, 2018-2019)  
   [STATEMENT REDACTED]

D. Sacha Forstner (Academic Affairs Commissioner, Council Secretary, and Assistant Board Secretary, 2016-2017, Undergraduate Senator, At-Large, 2016-2017)  
   [STATEMENT REDACTED]

E. AJ Wray (Chair of the Board, 2015-2018, Environment Senator, 2016-2018)  
   [STATEMENT REDACTED]

(2) Review of Comparable roles on Campus

1. Associate University Secretary  
   
   Department: Secretariat  
   USG: 13  
   Reports to: University Secretary  
   Full Job Description: https://hr.uwaterloo.ca/jd/00006945.pdf  
   
   Primary Purpose: Reporting to the University Secretary (US) and accountable to committees and councils and their associated chairs and co-chairs, the associate
acts as secretary to a wide range of committees of the Board of Governors, Senate and at the university level, and supports generally the governance function at the university, including the provision of advice and guidance to all constituencies of the university as a demonstrably neutral and objective resource.

Key Accountabilities:

- Management of Portfolio of Committees: Overall responsibility for the work of committees they are assigned to serve including knowledge of developments in areas within the committee's mandate, briefing chairs, senior management and governors, coordinating agendas and reports, etc.
- Governance resource to the university: manage highly complex governance issues; lead special projects for the Board, Senate and senior administration related to the Act, bylaws or other related governance processes.
- Management of Executive Search Processes: management of the executive search process for appointments to the Executive Council and other search processes mandated by University Policy.

2. Assistant University Secretary and Administrative Officer

Department: Secretariat

USG: 10

Reports to: University Secretary

Full Job Description: https://hr.uwaterloo.ca/jd/00002519.pdf

Primary Purpose: The Assistant University Secretary and Administrative Officer is the senior administrator for the group of units reporting to the University Secretary, acts as the chief administrator for the Board of Governors, the Senate, and other committees as assigned. The incumbent provides senior executive support for the University Secretary (US).

Key Accountabilities:

- Senior Office Administrator: senior resource for directors and managers reporting to the Secretary. Responsible for planning, administrative policies and procedures, file management system, etc.
- Executive Governance Support: managerial responsibility for Board of Governors, Senate and all committees that the US is secretary.
Responsible for record, membership and agenda management and meeting and event logistics.

- Deputy Chief Electoral Officer: Acts as the DCEO for the university, including the Board of Governors, Senate, their committees, and policy-based hiring committees.
- Executive Administrative Support: Support for the US in calendar and file management, representing the office on university committees and triaging inquiries.
- Liaison with Campus Community: Is the first point of contact for people coming to the Secretariat.

3. **Information & Privacy Administrator and Administrative Assistant**

   *Department: Secretariat*
   
   *USG: 8*
   
   *Reports to: Privacy Officer & Assistant University Secretary*
   
   *Full Job Description: [https://hr.uwaterloo.ca/jd/00005254.html](https://hr.uwaterloo.ca/jd/00005254.html)*
   
   *Primary Purpose: Act in support of the Privacy Officer and Assistant University Secretary, the Information & Privacy Administrator and Administrative Assistant 1) administers the process of responding to access to information requests; and 2) co-ordinates the provision of guidance and advice to administrators, students, staff and faculty with respect to the university's responsibilities under the *Freedom of Information and Protection of Privacy Act* (the Act). The position also is accountable for expert administrative support to both the Privacy Officer and Assistant University Secretary, and the Assistant University Secretary (Committees).*

   *Key Accountabilities:*
   
   - Support the Privacy Officer and Assistant University Secretary in the administration of access and privacy matters at the university: Administer ATIR, undertake research and analysis on privacy matters, respond to privacy related requests, etc.
   
   - Support to the Assistant University Secretary on Committees: Provide guidance and support for committee work, field questions and correspondence from committee members, conduct background research, etc.
• Administrative Responsibilities: Assist in the preparation of the Board of Governors Handbook, Organizational charts, emergency contact lists; develop and maintain the Secretariat website according to current legislation and best practices, maintain membership lists, databases and webpages in relation to committees and councils; and arrange meetings for several committees and councils.

4. **Office Administrator**

   *Department:* Library  
   *USG:* 7  
   *Reports to:* Director, Organizational Services  
   *Full Job Description:* [https://hr.uwaterloo.ca/jd/00001836.html](https://hr.uwaterloo.ca/jd/00001836.html)  

   **Primary Purpose:** The Office Administrator contributes to the Library’s commitment to ensuring a robust employer-employee relationship through responsibility for human resources management, confidential administrative support, and office management.

   **Key Accountabilities:**
   - HR management on a day-to-day basis: records management for all ongoing and contract staff, documents library specific practices related to HR, supports managers during recruitment activities.
   - Confidential Administrative Support: Provides support for senior executive team and committees including agenda management, meeting logistics, records management and relationship management.
   - Office Management: Ensures support requirements for the Library Office are met including booking meetings and minutes for meetings.
   - Special Projects: Leads, contributes to and/or tracks special projects.

5. **Records Coordinator**

   *Department:* Office of the Registrar  
   *USG:* 5-7  
   *Reports to:* Director, Records Supervisor  
   *Full Job Description:* [https://hr.uwaterloo.ca/jd/00001793.pdf](https://hr.uwaterloo.ca/jd/00001793.pdf)  

   **Primary Purpose:** The incumbent maintains student records and the various procedures employed to track and assist students during their academic careers from the application stage through to graduation while demonstrating increasing
ability to problem solve and lead.

Key Accountabilities:

- **Record Keeping:** Maintains student records and various procedures to track and assist students from application to graduation.
- **Communication and Stakeholder Focus:** Respond to inquiries from students, staff and faculty advisors including explaining policies and procedures.
- **Document Management System:** Accurately match documents received.
- **Reporting:** Run standard queries to gather data from the Student Information System.

6. **Executive Assistant**

**Department:** Office of the Associate Provost, Students

**USG:** 8

**Reports to:** Associate Provost, Students

**Full Job Description:** [https://hr.uwaterloo.ca/jd/00006756.html](https://hr.uwaterloo.ca/jd/00006756.html)

**Primary Purpose:** This position supports the APS through project management, liaising with campus partners, writing and communications, human resource administration and other operating functions. The Executive Assistant works with the APS to create and ignite a student-focused culture on campus.

**Key Accountabilities:**

- **Strategic Planning Support:** Provide confidential and strategic advice, information and data to make decisions; serve as a resource within the portfolio for the interpretation and application of UW policies, guidelines and practices.
- **Project Planning:** Plan, coordinate and monitor activities of assigned projects to develop and implement procedures, processes and systems.
- **Administrative Leadership:** Ensure the effective and efficient operation of the portfolio’s various committees; serve as a resource to committees as required.
- **Human Resources Support:** Support the APS and direct reports in HR processes and maintain personnel files for staff.
- **Analytical and Communication Functions:** Write reports, communications and correspondence on behalf of the APS.
7. **Administrative Assistant**

*Department: Office of the Vice President, Academic and Provost*

*USG: 8*

*Reports to: Executive Officer, Academic*

*Full Job Description: [https://hr.uwaterloo.ca/jd/00001067.html](https://hr.uwaterloo.ca/jd/00001067.html)*

**Primary Purpose:** The Administrative Assistant is responsible for the day-to-day operations on all faculty issues to ensure effective delivery of services from the Provost’s. This position is accountable for liaising with Faculty Dean's Offices to provide timely and informative support on leaves and administrative appointments.

**Key Accountabilities:**

- Oversight of Academic and Administrative Appointments: acts as resource for policy and procedural matters, receives and processes documentation for academic appointments.
- Records and Database: Maintains faculty files and the Provost's Office database for faculty appointments.
- Liaison and Reporting: Prepares reports on sabbaticals, leaves and administrative appointments to the Board of Governors; serves as liaison between the Provost's Office and the Dean's Offices; Acts as Provost's resource on UW Policy and Procedure with respect to administrative appointments.
- Committees: Coordinates the Provost's delegate on Faculty Tenure and Promotion Committee; distributes agendas, writes summary notes/minutes and provides other support to the Provost for the Strategic Plan Implementation Group; and coordinates and co-chairs the Deans Administrative Group.
- Training and Development: Prepares and facilitates training sessions for staff on faculty matters.

(3) **Corporate Secretary Job Description**

**Title:**

Secretary of the Corporation
Reports to:

General Manager

Reporting roles:

TBD

Department:

Federation of Students, University of Waterloo

Purpose

Reporting to the General Manager and accountable to the Federation of Students, University of Waterloo (FEDS) Board of Director and Students' Council, committees thereof and their associated chairs and co-chairs, the Secretary of the Corporation acts as secretary to a wide range of decision-making bodies and supports generally the governance functions of FEDS, including the provision of advice and guidance to all FEDS constituencies as a demonstrably neutral and objective resource. The role acts as a senior administrator and advisor for the Board of Directors, pursuant to the Ontario Corporations Act, R.S.O. 1990, or successors thereto, and provides executive support functions to the FEDS General Manager and the Executive Committee generally. The Secretary oversees the documentation, provision, maintenance, and stewardship of records of the Corporation and those of joint committees or boards with FEDS and the University of Waterloo or parties external to the University community. The Secretary maintains accurate student records and protects sensitive or private information held by FEDS, as well as interprets and ensures compliance with the various policies, procedures, and internal protocols for the handling of data, confidential records, and other information management. This requires both constituency specific and systems-specific knowledge, especially when dealing with the many cases that deviated from the norm.

The Secretary additionally functions as an Executive Assistant to the FEDS Executive Committee, providing strategic advice and support to the General Manager and Executive with project management, liaising with campus partners, writing and communications, human resource administration and among other things.
**Key Accountabilities**

1. Management of Governance and Administrative Functions
   a. Has full administrative responsibility for the Office of the Vice President, Operations & Finance, and acts as the senior administrative resource for the General Manager, Executive, and Senior Management. Responsible for strategic planning, administrative policies and procedures, file system management, organizational planning review, and support for the senior administrators in the offices reporting to the General Manager.
   b. Has full managerial responsibility for the FEDS Board of Directors and the Students’ Council, and committees and councils thereof or joint committees with University and external bodies. The Secretary is also responsible for records management, membership management, agenda management, all meeting logistics, and records production and curation. The incumbent plays the primary role in event management for Board and Council orientation, retreat, and other receptions relating to these bodies. Maintain a thorough knowledge of the Ontario Corporations Act, R.S.O. 1990, the University of Waterloo Act, 1972 (as it pertains to relationships with FEDS and undergraduate students), and all applicable legislation which impacts FEDS. Maintains thorough knowledge of corporate bylaws and policies, and relevant procedures, internal protocols, precedents, and committee mandates.
   c. Overall responsibility for the work of the committees.
   d. Responsible for knowledge of developments in areas related to a committee’s mandate, briefing chairs [usually senior officers, directors, or elected student government leadership] and coordinating the preparation for and follow-up to meetings, including agendas and supporting material, reports to senior governance bodies, and the written record of the meetings.
   e. Ability to understand and appreciate diverse points of view about complex and often interrelated issues in a variety of contexts, such that the written record of a meeting can be captured succinctly, with clarity and precision.
   f. Ability to apply principles to factual situations and work in a highly-confidential environment at the executive level.
g. Preservation of corporate memory with respect to the Board, Council and executive decision-making; as well as support institutional memory of the General Manager.

h. Thorough familiarity with FEDS, constituency Societies, and University bylaws, policies, and procedures and with governance processes required by statute or government regulation.

i. Orientation of new members to committee-related responsibilities.

j. Liaison between governance bodies and the constituencies affected by their work, which often entails reviewing draft policies and procedures and advising chairs and senior officers or elected representatives on the appropriate procedures and processes to follow in submitting material for approval.

k. Serve as committee secretary for standing, select, and ad hoc committees and/or working groups, including confidential committees.

2. Confidential resource support
   a. Managing of highly-complex governance issues across the range of student activities and interactions with the University of Waterloo, external partners, and for FEDS, from inception to final resolution, independently and resourcefully, dealing with sensitive issues and able to negotiate and influence change, within an environment that is tremendously sensitive where work is necessarily carried out with the greatest discretion and is demonstrably conscientious and exemplifying trustworthiness.
   b. Leads or assists special projects of particular significance to the Board of Directors, Students’ Council and/or Executives.
   c. Provides advice to senior administration and Executives with a capacity for depth and clarity of thought, and the ability to think strategically.
   d. Maintains productive working relationships with people at all levels, both internally and externally.
   e. Undertake research on related issues, assembling background material related to a committee’s work from a variety of sources, and overseeing special departmental or university projects.
f. Ability to apply knowledge of people and practices to improve established processes, with depth of knowledge inspiring confidence among constituencies served but particularly among senior officers of the Corporation including the President, Vice Presidents, General Manager and others relying on the advice of the Secretary.

g. Superior political acumen, and drafting skills and experience.

h. Liaison with governance machinery operating autonomous from FEDS, including in constituency Societies.

3. Duties within the FEDS Operations & Finance and Governance Portfolios

a. Act as second for the General Manager, President and Vice President, Operations & Finance, on matters pertaining to governance-related matters, quasi-judicial processes, corporate risk management activity, internal and external audit activity, and other activities as may be required or designated by the foregoing parties.

b. The General Manager may assign to the Secretary responsibility for supervising administrative support staff.

4. Administration and Supervision of Elections and Referenda

a. Acts as an administrator of elections or selection of members of the Executive, Board of Directors, the Students' Council, and committees or councils thereof.

b. Responsible for supervision of and administrative support for the Independent Commission for Elections and Referenda of FEDS and its constituency Societies, under the jurisdiction of the appropriate oversight committees.

c. Acting independently of the President and management, and reporting only to the Elections and Referenda Committee, this responsibility includes among other things the highly complex annual Students' Council elections from FEDS constituencies, populating Committees of Council.

d. Acting independently of the President and management, and reporting only to the appropriate supervisory committee, the Secretary support the complex management of the screening and recommendation process for the selection/election of Directors on the Board of Directors of FEDS, and populating policy-based hiring committees.
e. Supports the populating of committees of the Board of Directors.

f. Supports the development of, maintains and promulgates electoral procedures and guidelines as required, including identifying poor processes and potential solutions. Maintains a thorough knowledge of applicable statute, corporate bylaws, policies, and procedures.

5. Executive Administrative Support and Assistance

a. Acts as executive administrative support for the General Manager and Executives, including calendar management, file management, strategic and contingency planning for the Corporation, and representing appropriate Executive on occasion at administrative functions or committees.

b. Advises the Vice President, Operations & Finance and General Manager on relevant developments in the sector, including applicable statutory or regulatory requirements, both provincially and federally, and acts as the lead resource on administrative matters internal to FEDS.

c. Manages most general inquiries from the undergraduate community on Council, Board of Directors, and administrative governance and processes. Is the principal assistant for the President on governance inquiry triage when questions cannot be managed in the first instance. In addition, the incumbent drafts agendas, minutes, and reports for all committees or decision-making bodies for which an Executive is chairperson of the committee or body.

6. Liaising with University, External Partner, and Student Communities

a. Is the key point of contact regarding internal governance and contractual responsibilities for university community members, student leadership, and certain external partners, responsible to maintain a basic understanding of more than 14 bylaw articles, 60 policies, 61 procedures, numerous contracts and agreements, and approved plans in order to answer general questions, and is the principal assistant for the President on file triage.

**Position Requirements**

**Education:** An undergraduate degree in a relevant field of study or equivalent education and experience required; a master's degree or professional degree in law, policy and governance, or similar field preferred.
**Experience:** Related experience as a recording secretary in a governance-related position, preferably in the public sector, or an equivalent combination of practice-related and governance experience in corporate, not-for-profit, or post-secondary sectors. Must have previous experience working on and with different governing or decision-making bodies. Must have been in a leadership role in the past and comfortable with working with executive and senior management roles.

**Technical Skills:** Working knowledge of parliamentary procedure (e.g. Robert's Rules of Order) and procedures for the conduct of meetings, both formal and informal; skill sets in typesetting languages (e.g. LaTeX) considered an asset. Other required skillsets:

- MS Word and Powerpoint – expert level
- MS Excel – basic level
- Adobe Acrobat or PDF formatting – intermediate level
- LaTeX or typesetting languages – basic level

**Nature & Scope**

**Interpersonal Skills:** Internally, communicates with Executive and senior management and their staff as well as with members of the Board of Director and the Students' Council, or of the various governance bodies assigned. Maintains effective working relationships within an environment that is tremendously sensitive and where work is necessarily carried out with discretion, requiring that the associate is demonstrably conscientious and exemplifying trustworthiness

**Level of Responsibility:** The Secretary is responsible for the exercise of corporate powers as assigned by the Ontario Corporations Act, R.S.O. 1990, and various bylaws, policies, procedures and contractual obligations of FEDS. The Secretary is responsible and accountable to the General Manager for the aspects of FEDS governance functions it is assigned. The committees and councils assigned depend on the work of the Secretary to be able to carry out the operational business and mission of the Federation of Students, University of Waterloo. On governance matters, directly supports and guides the governance, deliberative and compliance processes of the Corporation by providing timely information and advice on bylaws, policies, precedents, procedures, guidelines, and protocol to the President, the Chair of the Board, committee members and particularly
committee chairs. This position has contact with members of the Board of Directors, the Students’ Council, and externally with UW Senators, Governors, the public, media, legal representatives, and government organizations. The incumbent will be involved in developing recommendations to settle sometimes highly sensitive and confidential matters of the Corporation and related interactions with the University.

**Decision-Making Authority:** Is expected to exercise full autonomy when acting within the scope of responsibility. Must be able to fully understand the scope of delegated authority, and be sensitive to relevant boundaries. Must exercise sound judgment, consistently applied while sensitive to multiple variables. Must use tact, judgment and diplomacy in formulating responses to inquiries and be able to apply principles to factual situations. The incumbent uses discretionary authority to provide advice and solutions to queries and problems raised relating to governance, and particularly complex election matters, often with very little lead time. Provides advice regarding governance and deliberative processes to a variety of senior administrators and the FEDS Executives, in a consistent, fair, reliable, and trusted manner. In the governance realm, the incumbent will identify and recommend procedures and practices to protect the Corporation from undue reputational and regulatory risks. As the incumbent progresses in experience, they will play a greater role in the overall management and strategic direction of the administrative functions of FEDS. At all times, the incumbent is responsible for maintaining the integrity of the work of FEDS governance, remembering that its work is public, high profile and subject to scrutiny meaning that at all times, the very highest standards shall be applied to all aspects of work.

**Physical and Sensory Demands:** There are no physical or sensory demands other than those ordinarily occurring in a workplace of intensity and high volume.

**Working Environment:** Office-based environment. Minimal exposure to disagreeable conditions typical of a position exposed to stress and pressure in a fast-paced work environment. Occasional travel on behalf of the Corporation or its senior management to provincial and national conferences. Expected to work outside of traditional business hours regularly to accommodate governance needs, committee availability, and similar.

*(4) Student Association Review of Secretarial Support (attached)*
<table>
<thead>
<tr>
<th>Question</th>
<th>Description</th>
<th>Type</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Who fulfills the Secretary’s responsibilities (Executive, full-time, part-time, volunteer)</td>
<td>Executive, full-time, part-time, volunteer</td>
<td>FT Director Gov Ops chair - governance, secretary - pt for minutes</td>
</tr>
<tr>
<td>2.</td>
<td>What are their main responsibilities – goes to all council meeting as ex-officio</td>
<td></td>
<td>VP Secretary/Treasurer - student position oversees student processes</td>
</tr>
<tr>
<td>3.</td>
<td>How many hours, on average, per week?</td>
<td>max 10</td>
<td></td>
</tr>
<tr>
<td>4.</td>
<td>Salary/Honorarium?</td>
<td>Secretary - honorarium - Fall: $500, winter: $600</td>
<td>F&amp;W - $1000, summer: $500</td>
</tr>
<tr>
<td>5.</td>
<td>Pros/cons of current structure</td>
<td>student lead - inconsistencies in form and content</td>
<td>PROS: roles help keep student politics and initiatives supported for Speaker (student chair), bridge gap between staff and elected officials, overseen well and keeps GM out of the middle, unique skill set</td>
</tr>
<tr>
<td>6.</td>
<td>If you could change it, would you?</td>
<td></td>
<td>more accountability given to staff positions, love to automate minute taking, free up staff time to provide more support in meeting</td>
</tr>
</tbody>
</table>
Executive Salary Memo for WUSA Board of Directors
Compiled by: Matthew Gerrits

Problem Overview:
Over a number of years, changes to incoming Executive salary have been made by the Board, according to our procedures. However, a common occurrence with regard to changes is that those that those decisions would be affecting had already been elected, and to make any changes less than an upward CPI increase would be markedly unfair to those who had chosen to run with that dollar figure in mind.

Analysis:
This issue arising from timing within the information required under our procedure. The normal increment for the salary, all else being equal, is to increment by Canadian CPI. This usually means the decision is pushed off until those numbers are public in early January. However, due to the meeting schedule of Board, and general avoidance of Board meetings during the election period, usually this cannot be discussed until after the election, when the principle of not making unexpected changes to Executive-elect kicks in.

Potential Solutions:

1) Enable Board to make the decision after election period
In this model, Board makes clear within procedure, and communicates to candidates via Council that salaries are subject to a change, perhaps a change within a banded-%. Potential student politicians would run with that knowledge in mind, and would not be able to reasonably push back that they were not aware of the possibility. This would enable Board to make decisions, ideally strategically, without the complicating factor of having uninformed affected parties.

2) Manually calculate a December-November or other CPI
If decisions were to be reasonably made before the election period were to begin, December would likely be a feasible time to do so. Conflicts of interest would be relatively ell illuminated, and the rate of inflation over the last year would be near identical to the final amount of the whole calendar year. With proficient staff resources, links, and establishment of understandable procedure, a non-calendar year CPI rate is easily calculable. This alternative calculation period figure could be used year-after-year in a December to make these decisions, and allow for decisions to be made before being caught up in the election period.

3) Make Executive Salary Trail by and Additional Year
In this model, decisions would still happen around April, however, the decision period would shift a year. Instead of Board deciding in April 2020 for the pay for May 2020-April 2021, it would decide for the period of May 2021-2022. If Board subsequently wanted to alter the amounts, it would likely have the authority to do so, and things could change from one year’s Board to the next significantly.

4) Set Executive Salary on a Multi-year Basis
This is an option that abandons inflation adjustment in favour of setting executive salaries every n years (presumably every 3-5). This would allow less discussion to occur, and a more strategic mindset to be used. There is a technical capacity issue that exists in being able to execute this consistently. NAICS code analysis, factoring relative lack of experience into decisions, accounting for number of hours worked and conducting comparisons to comparable companies, non-profits and student associations...
was something that was untenable for Board when considering course of action after Chair Wray and Vp Schwan’s analysis project two years ago.

5) Status Quo

Another option is to continue with the status quo, which is a system that enables constant CPI adjustments, making a predictable and uneventful. Should a board ever choose to engage with an option similar to Option 1, there may be consequences and complaint from affected parties. Similarly, a decision to raise wage above CPI may lead to accusations of making decisions based on knowing or being favorable to incoming executive.

Additional Considerations:

1) Wage Cap

There is an open question as to how our executive will be considered for the purposes of the government’s wage cap policy. Speaking to a labour lawyer may be advisable, but my instincts say that student executive are not public sector employees.

2) Conflicts of Interest

Conflicts of interest due to incoming executive are an issue with pay setting currently, where often 2+ directors may be stepping out when making decisions regarding pay because they themselves would be affected. However, the conflict of interest considerations might be much wider if decisions were made earlier when someone is actively considering running, and may put their conscious in a weird place if they do not wish to disclose that to the Board at that time.

3) Pay Targeting

At last analysis, it was found median industry pay for the executive could range from 73100 for the president to 58900 for the VPSL in 2017 dollars. Current pay + benefits is less than the lowest median amount, but as noted in Option 4, we have not had capacity and willingness to create a framework around pay. However, if we wish to target either differential pay, or if we wish to approach the mean of these medians (~67k), than this time might be the time to do so.

4) Contingency in case of Procedural Ignorance

Often, processes are not executed at their intended time. As such, this should be considered when choosing an option that might require more attention to timelines.

5) Performance Pay

These options make no note on options of performance pay.

Recommendation:

I think that options 1, 2, and 5 are all preferable to options 3 and 4. I think that the current system, while not broken to an irremediable extent, obviously was cause of concern enough for directors last year that they wished to investigate potential changes to that approach. I think shifting options up to December is feasible, if people are able to reconcile that it may have interesting effects for conflict of interest.
Likewise, simply giving clarity to directors and candidates that salaries can change after they are elected is also an option, though I would recommend implementing a typical band around CPI of potential change would be advisable, and should be set at a level that would not give significant pause to potential candidates.

I recommend against differential pay as it could create animosity among usually equally hard-working executive roles. Similarly, performance bonuses suffer from the same lack of strategic capacity and framework as Option 4. In-house HR expertise on an issue like this is not at a level where Board could reasonably undertake it, and measure effectively across 4 roles that are disparate in their duties and how performance can be assessed. Performance pay is also difficult to execute in a political environment, and has political connotations that could be difficult when those allotting pay (Council) and those assessing for performance pay (Executive), may run against those executive in the future, or run for their positions and could use performance evaluation as a political tool.