ATTENDANCE

The following members were present:

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

* remote
† late

PRELIMINARIES

CALL TO ORDER

Chairperson Velling called the meeting to order at 4:11 PM.

REGULAR SESSION

Chairperson Velling wanted to note that some items for the agenda items were submitted late. The Chair also asked the Board to introduce a motion for their to be a time limit for debate on each item.

Be it resolved that Board allows Chairperson Velling to cap the conversation on each item.

Chairperson Velling and Secretary Tran.

Directors expressed support for this motion so the Board could stay on track and have a more reasonable meeting length. It was noted that Directors could always move to extend the allotted time for any particular item.

Motion carries
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.

REMARKS OF THE CHAIR

Executive Committee Minutes

Chairperson Velling stated that per the Corporations Act, R.S.O 1990, the Executive Committee is required to keep a record of minutes. The Chair ordered Secretary Tran to appoint a Recording Secretary to attend Executive Committee meetings. Vice President, Richardson volunteered for this role. The Secretary appointed Vice President, Richardson as the secretary for the Executive Committee.

Corporate Policies approved by the Students’ Council

Chairperson Velling informed the Board that new Corporate Policies, approved by the Students’ Council, have come into force.

APPROVAL OF THE MINUTES

Be it resolved that the Board approve the public minutes of the November 5th, 2018 regular meeting
Director Plante and Director Sesink.

The executives expressed dissatisfaction that the Board carried on with some items since they were asked to recuse themselves by the Chair.

Chairperson Velling then spoke to the decision and noted that the Board had instructed him to ask the Executives to recuse themselves from the conversation because it was recognized that the contents of the discussion were to be lengthy and the Executives had a substantial conflict of interest on the matter. It was further noted that the only new business that was brought up after the discussion was directly related to the item discussed.

Secretary’s Note: the Chair refused to speak more to the details of this matter in the public record as the discussion and subsequent business was of in camera and confidential nature. The Chair noted that the Board was well above quorum for the discussion and no decisions could be called into question. The Board had determined an appropriate course of action and the duty of the Chair was to enforce that order. Chairperson Velling expressed concern with the Executives bringing up sensitive confidential matters in the public record, particularly when the Board could not speak in defense of their actions. The Chair also reminded Directors that the decision had been made by the Board and
already determined to be in the best interests of the Corporation. The Chair suggested further discussion await confidential session.

Motion carries

EXECUTIVE & COMMITTEE UPDATES

VICE PRESIDENT EDUCATION (GERRITS)

Vice President, Gerrits informed the Board that there was currently a recall referendum occurring at BUSU for their Vice President, External Affairs (Peter Henen). Vice President, Gerrits was asked from the BUSU Board to write a letter based on his experience working with Henen at OUSA, and he had done so. He informed the Board that some parts of his letter were being taken out of context on social media, and that he had reached out to BUSU to have it taken down. He further reassured the Board that Feds was in no way getting involved in the referendum.

Vice President, Gerrits also explained to the Board that this past month he had been focusing on student engagement and advocacy. On this end, he participated in an Instagram takeover for OUSA Lobby Week, which gained good traction with our followers.

VICE PRESIDENT STUDENT LIFE (RICHARDSON)

Vice President, Richardson reported that during Clubs and Societies day, a new initiative was launched to have new clubs created at the event. From this, we have received 47 new club ideas. Feds also engaged with existing Clubs to gain feedback on how Feds can better support them.

Vice President, Richardson also provided an update in event form numbers. This year there have been about 2000 forms, compared to last year which had about 2800.

Additionally, Vice President, Richardson reported that Feds social media pages has had a 27% increase in engagement from last year.

Secretary’s Note: Vice President, MacMillan arrived at 4:42 PM

Director Duong asked if questions regarding the proposed MATES and Foodbank merger should be brought up here. Vice President, Richardson noted that it was not a Board matter so they could speak about it outside of the meeting.

VICE PRESIDENT OPERATIONS & FINANCE (MACMILLAN)

Vice President, MacMillan reported that multiple meetings with department managers have been occurring with the main focus being on how to grow. He also noted that he has recently been helping out at the Bomber and International News during peak periods.

Secretary’s Note: President Wu joined the meeting via telephone at 4:47 PM
President (Wu)

President Wu reported that he was in Ottawa for the week doing Federal advocacy. He also noted that he would be meeting with University Secretary, Karen Jack, about the University’s Draft Free Speech Policy.

Executive Committee Report

There were no meetings from November 5th - 19th since not all members were present. Director Beauchemin asked the Executives to clarify how much of their time is spent doing Executive Committee meetings. Vice President, Richardson responded that meetings are around one and a half (1.5) hours and occur three times a week.

Business Arising from the Minutes

Executive Action Plan Progress Update

Vice President Education (Gerrits)

Vice President, Gerrits stated that he would have an update ready for the next meeting.

Vice President Student Life (Richardson)

Vice President, Richardson provided an overview to the Board on the status of her action plan. Challenges that have been faced include looking at ways to better measure service provisions at our different campuses, and getting buy-in from the Societies and Satellite Campuses to implement programming.

Directors asked various questions related to the Vice President’s collaboration with COPS (Committee of Presidents), the usefulness of the Society Relations Commissioner and how Feds planned to bring our services to Satellite Campuses.

Vice President Operations & Finance (MacMillan)

Vice President, MacMillan began his update by reporting that commercial operations are looking positive.

Vice President, MacMillan was asked about the a potential referendum for part-time students to access the UPass. Vice President, MacMillan reported that he was working on it now and that it will be paired with the legal service referendum.

Vice President, MacMillan also reported that there was an expansion sushi selection. Director Beauchemin brought up how there seems to be declining in quality. Seems to be packing too much rice. Vice President, MacMillan said he will follow up with staff about the quality.
President (Wu)

Director Plante asked about the President’s goal of working on formalization for the Undergraduates of Canadian Research Intensive Universities (UCRU) and what this would look like. President Wu stated that this could look like UCRU being a formal organization like OUSA, but that no major changes would be happening soon at this was just an idea for the future.

President Wu then spoke about Student Mental Health and Wellness and how it was a difficult topic to tackle. He expressed a desire of wanting to restructure how mental health problems are addressed and triaged.

Finally, President Wu reported on the improvement of vote.feds.ca and how the platform now allows all voting to happen in one place.

Board Annual Plan Progress Update

The Chair presented slide deck of the progress made on the Board’s annual plan. It was noted that the Board has done very well on the goals set out in the Plan as many items have been completed, and others are in progress.

Directors suggested that in the future, the Board should look into developing metrics to measure how goals are completed.

Re-appointment of the Auditor

Be it resolved that in accordance with §94(2), the Board authorizes the re-appointment MNP LLP as the auditor of the Corporation until the Fall 2019 Annual General Meeting of the Corporation may make such an appointment.

Chairperson Velling and Secretary Tran.

Chairperson Velling stated that Board had to do this since the General Meeting lost quorum before the auditor could be appointed.

Motion carries with noted abstention from Director Plante.

Procedure 6: Budget

It was noted that overhauls to the budgeting process had been ordered by both Board and Council, and therefore the Budget Procedure had to be updated. It was decided that the Budget & Appropriations Committee would be the best body to flesh out the changes in greater detail.

Be it resolved that The Board refer amendments to Procedure 6, Budget, to the Budget & Appropriations Committee.

Chairperson Velling and Director Plante.

Motion carries
RECESS

Be it resolved that the Board enter a recess at 6:11 PM
Chairperson Velling and Secretary Tran.

Motion carries

Board reconvened at 6:23 PM

GENERAL ORDERS

BOARD PROCEDURE 1 & 2

Be it resolved that the Board approves amendments to Procedure 1: Board Procedures and Procedure 2: Board Meetings
Director Plante and Chairperson Velling.

The Board expressed a desire to consider the two Procedures separately.

Motion to divide the question into Procedure 1 and Procedure 2:

Be it resolved that the Board approves amendments to Procedure 1: Board Procedures.

Be it resolved that the Board approves amendments to Procedure 2: Board Meetings.
Vice President, Richardson and Vice President, MacMillan.

Motion carries

Procedure 1: Board Procedures

Be it resolved that the Board approves amendments to Procedure 1: Board Procedures.

Vice President, Richardson had concerns with an amendment that states that Board members are responsible to comply with the policies and Bylaws of the Corporation. The Vice President thought that only the Chair was responsible in enforcing them. Vice President, MacMillan brought up that it’s important that all members are familiar with procedures.

The question of ‘who was responsible for ensuring that the Chair was familiarized with the Board procedure’ was discussed and Chairperson Velling said that the Board is responsible for keeping the Chair accountable.

Vice President, Richardson offered an amendment.

Be it further resolved that the Board shall be responsible for ensuring the Chair of the Board upholds the Policies and Bylaws of the Corporation and Procedures of the Board.

Adopted by friendly amendment
Be it resolved that the Board approves amendments to Procedure 1: Board Procedures.

Be it further resolved that the Board shall be responsible for ensuring the Chair of the Board upholds the Policies and Bylaws of the Corporation and procedures of the Board.

Motion carries with Chairperson Velling noted in abstention.

PROCEDURE 2: BOARD MEETINGS

Be it resolved that the Board approves amendments to Procedure 2: Board Meetings.

Vice President, Richardson and Director Sesink.

Chairperson Velling introduced the amendments, and highlighted a change that would move the notice requirements for Regular Board Meetings from days to business days. Director Plante expressed hesitation of making this change because there had already been multiple issues this year with Executives failing to meet the existing agenda timelines, and this change would only make this problem worse.

Vice President, MacMillan stated that there will always be mistakes and errors that happen. With making it a procedure it helps make everything clear, and easier for members with knowing expectations.

Director Duong asked if items that are submitted late and are not critical are pushed to the next meeting. Chairperson Velling replied, no, and that they must be resubmitted.

Motion carries with Director Duong and Director Plante noted in abstention.

COUNCIL SEAT ALLOCATION

Vice President, Richardson reported that the ambiguity in how Council seats are allocated has created a lot of challenges.

There are two data sets that can be used to calculate the seat allocation; one is from the Registrar’s Office and the other is from Institutional Analysis and Planning (IAP).

Board members brought up potential issues with the Registrar’s data set as they double count students who are enrolled in programs that are housed in more than one faculty. However, the IAP numbers also have issues as they do not count students who aren’t fees arranged. It was noted that for many students who use OSAP it can take more time to become fees arranged.

Secretary’s Note: President Wu left the call at 7:06 PM

Director Duong then asked what the numbers are used for. Vice President, MacMillan responded that IAP provides enrollment numbers and that Feds uses this for budgeting purposes.

A motion was introduced recommending the use of the IAP data set.

Be it resolved that the Board mandates that the Council seat allocation make use of the data from IAP projection for the next fiscal year.
Director Siemons was concerned with the double counting of students and how this would comply with the Bylaws. Chairperson Velling stated that whichever faculty the student is housed in is where they would be eligible to vote, unless otherwise stipulated in the bylaws. To make this explicitly clear, an additional clause was introduced to the motion

**Be it further resolved that** by default, a student is eligible to vote in the faculty in which their program is housed;

**Be it further resolved that** the Vice President, Operations and Finance explore options to allow students to choose the faculty they wish to vote in if they are registered in a joint faculty program.

**Back to the main motion**

**Be it resolved that** the Board mandates that the Council seat allocation make use of the data from IAP projection for the next fiscal year;

**Be it further resolved that** by default, a student is eligible to vote in the faculty in which their program is housed;

**Be it further resolved that** the Vice President, Operations and Finance explore options to allow students to choose the faculty they wish to vote in if they are registered in a joint faculty program.

*Director Duong and Director Beauchemin.*

**Motion carries** with members Secretary Tran and Chairperson Velling in abstention and Director Duong in favour.

*Secretary’s Note:* The Chair declared a portion of this motion to be *ultra vires* after the meeting, with notice provided to Directors, because of contradiction with Article 8 of the Bylaws;

> "Students registered at a college or satellite campus location will be members of that constituency. Students registered in programs which are jointly hosted by several faculties may run or vote in elections for both."

The Chair directed the members to comply with those portions of the order that were not ruled unenforceable.

**RECORDING SECRETARY POSITION**

**Be it resolved that** the Board implement a part-time Recording Secretary position, wherein the Recording Secretary reports directly to the Chair of the Board and Secretary of the Corporation, to alleviate the burden on the current director, who was currently hamstrung by needing to take minutes at meetings of the Board.

*Director Siemons and Director Duong.*

*Secretary’s Note:* Secretary Tran declared a conflict of interest and recused himself from the meeting for this item of the agenda. Director Beauchemin took minutes for this agenda item.
Director Siemons introduced the item and noted that our current structure prevents Secretary Tran, one of the Boards longest serving directors, from taking part in meetings because he is too busy taking minutes. This part time recording secretary position would enable participation from all Directors, including the Secretary.

Vice President, Richardson noted that the costs of this may not be tenable, especially in the middle of the fiscal year when the budget has already been set, and was against paying for this role now. Director Siemons noted that he was okay with this starting at the beginning of the next fiscal year.

Director Plante asked to see a cost and funding breakdown before voting on the item. Chairperson Velling concurred with this idea. Vice President, Richardson suggested tabling for a more formal proposal.

Director Siemons noted the role this person would fill would require little training and the time commitment was not extensive, so therefore expected costs wouldn’t be very high.

Director Siemons suggested approval in principle and delegating the creation of the position to the Executive Committee, Secretary of the Corporation and Chair of the Board. Vice President, Richardson agreed with this idea.

Director Siemons moved the following amendment.

Be it resolved that the Board approves in principle a Recording Secretary position, wherein the Recording Secretary reports directly to the Chair of the Board and Secretary of the Corporation, to alleviate the burden on the current director, who was currently hamstrung by needing to take minutes at meetings of the Board; and

Be it further resolved that the Board authorizes the Chair, Secretary of the Corporation, and Executive to collectively implement this resolution.

Adopted by friendly amendment

Motion carries with members Director Duong and Director Siemons noted in favour and Chairperson Velling in abstention.

BOARD-STAFF SOCIAL

Be it resolved that a Social be organized, to be held in the Bombshelter Pub, no later than December 17th, to encourage networking between Staff and Directors and to encourage Staff-Board relationships, with attendance of the managers of each department required; and

Be it further resolved that the Bombshelter Pub being unavailable, an alternative venue shall be selected at the discretion of the Chair.

Director Beauchemin and Director Siemons.

Director Beauchemin introduced the idea of social event that would encourage networking between staff and the Board. Vice President, Richardson stated that around this time of year a lot of staff do go on holidays and therefore this event would be best done in the new year.
Be it resolved that Chairperson Velling Board moves into confidential session at 7:49 PM
Chairperson Velling and Secretary Tran.

Motion carries

Be it resolved that Board moved out of confidential session at 7:50 PM
Chairperson Velling and Secretary Tran.

Based on discussion, Director Siemons offered amendments that the Board took as friendly, and the motion now read:

Be it resolved that a Social be organized, no later than the end of January to encourage networking between Staff and Directors and to encourage Staff-Board relationships; and

Be it further resolved that the event shall be optional and shall be done during business hours; and

Be it further resolved that the logistics of the event shall be managed by the Executive committee.

Motion carries unanimously

PROCEDURE 4: ACCESS TO INFORMATION

Be it resolved that the Board approves amendments to Procedure 4: Access to Information.
Chairperson Velling and Vice President, MacMillan.

Chairperson Velling noted that different sections of the Procedure pertain to different groups of people. Section A pertains mainly to Board members, while sections B-D pertain to certain staff members and executive committee.

The Board desired to consider these two sections separately.

Motion to divide the question into Procedure 4: Access to Information section A and Procedure 4: Access to Information Section B-D

Be it resolved that Board approves amendments to Procedure 4: Access to Information Section A

Be it resolved that Board approves amendments to Procedure 4: Access to Information Section B-D

Vice President, Richardson and Chairperson Velling.

Motion carries unanimously

Procedure 4 Section A

Be it resolved that Board approves amendments to Procedure 4: Access to Information Section A.
Chairperson Velling and Vice President, MacMillan.
Members looked at Section A.2 which read “Directors shall normally submit requests through the appropriate Executive or manager, however, employees are free to respond to any requests issued from Directors.”
Also members agreed to strike A.4 “The President reserves the right to keep documents within the offices of the Federation of Students”
Motion carries unanimously

Procedure 4 Section B-D
The Board thought it was most appropriate for the Executive Committee to further flush out this section of the Procedure.
Be it resolved that Procedure 4: Access to Information Section B-D, be committed to the Executive Committee for amendments and reported back to the Chair before the February Regular Board Meeting.

Chairperson Velling and Vice President, MacMillan.
Motion carries

PROCEDURE 11: LEGAL EXPENDITURES
Be it resolved that the Board adopts the Resolution on Access to and Records of Legal Counsel and associated amendments to Procedure 11: Legal Expenditures
Director Plante and Secretary Tran.
Vice President, Richardson asked if any of the executives should be able to contact legal counsel.
Be it resolved that Board moves into confidential session at 8:14 PM.

Chairperson Velling and Secretary Tran.
Motion carries unanimously

Be it resolved that Board moves out of confidential session at 8:16 PM
Chairperson Velling and Secretary Tran.
Motion carries unanimously

Vice President, Richardson asked about the first BIRT clause and who would define what the term 'reasonable’ means. Discussion occurred on this question and the Board believed to be up for interpretation of the Chair and that the language was sufficient.
Chairperson Velling proposed an amendment to ensure the proposal was in compliance with the Corporations Act, R.S.O 1990:
Be it resolved that the Resolution on Access to and Records of Legal Counsel will be edited by the Chair, then sent to the General Manager, who will send the document to legal counsel.
Vice President, Richardson and Vice President, MacMillan.
Motion carries, with noted member Secretary Tran abstaining.

The motion was referred to Legal Counsel for review.

REQUEST FOR BOARD OPINION ON COUNCIL POLICIES

Accountable Bylaw Amendment Process

Directors brought up concerns on how the policy makes references to an Article 14 of the Bylaws, but this Article is not in force.

The Board supported the policy proposed by Council but noted it should be reconsidered when the bylaw Article 14: Amendments enters into force, if re-approved.

Commercial Services

Vice President, MacMillan stated that there are areas that he would like edited, and he would get in touch with Director Plante to do so.

The Board referred statement of the Board’s position on this policy to the Vice President, Operations and Finance.

Selection and Vacancies of Directors

Chairperson Velling stated that PPC will be convening Friday evening to review the feedback, if the Board had any.

It was explained that a process of having online nominations and then a pre-screening of applicants for the Board of Directors would make it more accessible for students to run that can’t attend the General Meeting in person. It would also allow members to be permitted to vote for Director candidates by proxy.

The Board expressed support and noted that this process would ensure Directors understand their responsibility as fiduciaries, not as representatives.

RECESS

Be it resolved that Vice President, Richardson called for a Recess at 9:09 PM

Vice President, Richardson and Chairperson Velling.

Motion carries

Board reconvened at 9:18 PM

OFFICER HONORARIA

Be it resolved that the Board tasks the Chair and the Secretary with tracking their hours on a weekly basis and that they are paid at a rate of $20/Human Resources for such tracking, to a maximum of 2 hours every two weeks;
Be it further resolved that the Board, upon review of hours spent over a period of not less than 8 weeks, approve an increase in the honorarium for each of the Chair and the Secretary, to be commensurate with service coordinators in the corporation, to a rate of $500 per term; and

Be it further resolved that the Board, upon approval as stated above, also approve an increase in the honorarium for the Speaker of Council, to be commensurate with the Chair, to a rate of $500 per term.

Director Siemons and Vice President, Richardson.

Secretary's Note: Secretary Tran and Chairperson Velling left the room due to a conflict of interest. President Wu assumed the Chair and Director Beauchemin recorded minutes for the duration of this agenda item.

Be it resolved that the Board table the motion indefinitely.

Director Siemons and Director Plante.

Motion carries

Secretary's Note: Director Duong and Director Beauchemin both left at 10:06 PM

STRENGTHENING LINES OF COMMUNICATION

Director Siemons introduced the item by highlighting the importance of communication and the benefits that open communication has. Executives expressed concerns that the motion was too operational.

Be it resolved that the Board moves into Confidential Session at 10:15 PM

Director Siemons and Director Plante.

Motion carries unanimously

Be it resolved that Board moves out of confidential session at 10:21 PM

Chairperson Velling and Director Plante.

Motion carries unanimously

Vice President, Richardson wanted to ensure that we have a set structure for how communication occurs.

Directors brought up concerns how in the past it seemed like all communications, even those pertaining to concerns with Executives, were forced to go through the Executives and that staff members were being punished for raising concerns with Directors.

Chairperson Velling brought up how one of the BIFRT statements should be removed as it likely would be in violation of HR Policy. Therefore, the Board struck the following from the proposal on consensus:

"Be it further resolved that notwithstanding the above, staff members may request isolation, where their professional contact information was never provided to directors."

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Vice President, Richardson stated that Human Resources and staff should be able to comment on the changes, since it will impact them.

Chairperson Velling suggested that if this is adopted, it should be in Procedure, and that it should go through the Executive Committee and Risk Management Committee first.

**Be it resolved that** the Board refer the resolution on Strengthening Lines of Communication to the Executive Committee;

**Be it further resolved that** Executive Committee is to make a Procedure based on the motion presented;

**Be it further resolved that** Risk Management Committee review the final Procedure before adoption.

Chairperson Velling and Director Plante.

Motion carries

**WINTER GENERAL MEETING**

The Marketing Department has suggested holding the Winter General Meeting in March, and specifically during the week of the 18th.

The dates presented were March 19th and March 21st, with the preferred option being the 21st.

**Be it resolved that** Board approves the date of Thursday, March 21st, 2019 at 5:00 PM, for the Winter General Meeting.

Chairperson Velling and Secretary Tran.

**FEDS CARD SORT FOCUS GROUP**

Chairperson Velling stated that this agenda item had been submitted late and the submitter was not present. Therefore, Board thought it was most appropriate to not discuss the item.

**OTHER BUSINESS**

**SWOT ANALYSIS**

Chairperson Velling wants Directors to think about any opportunities that the Board can explore. The idea of doing a SWOT Analysis was proposed as being a useful exercise for the Board to undertake.

Members of the Board asked Chairperson Velling to send an email about this and schedule a deadline.

**Be it resolved that** Board members do a SWOT Analysis of the Board over the holiday season.

Chairperson Velling and Secretary Tran.

Motion carries
CONFIDENTIAL SESSION

Be it resolved that  the Board moves into confidential session at 10:56 PM.
Vice President, Richardson and Director Siemons.

Motion carries

RETURN TO PUBLIC SESSION

Be it resolved that  Board moves out of confidential session at 11:56 PM

Vice President, Richardson and Director Beauchemin.

Motion carries

ADJOURNMENT

Be it resolved that  the Chair adjourn the meeting at 11:57 PM.
Vice President, Richardson and Director Duong.

Motion carries  unanimously.