Board of Directors Regular Meeting

Regular Session:

Territorial Acknowledgement

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

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 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?”

Remarks from the Chair

FOR INFORMATION: Passage of New Bylaws ([New Bylaws March 21 2019.pdf](#))

MOTION: Re-Approval of the Bylaws

*Whereas* in default of confirmation at the Winter 2019 General Meeting, the Board-approved bylaws cease to have force or effect and must be re-approved by the Board of Directors,

*Whereas* the Winter 2019 General Meeting lost quorum prior to the consideration of three bylaw amendments proposed by the Board aimed to improve the counting of ranked ballots, clarify the responsibilities of the Chair of the Board, and expand General Meeting representation by use of proxy-stacking,

*Whereas* the Board voted unanimously to approve the aforementioned bylaws on March 1, 2019,

Be it resolved that the Board re-approves the following bylaw amendments subject to ratification by the next General Meeting of the Corporation, as presented ([Bylaws Not Considered Due to Quorum Loss.pdf](#)).
28 March 2019
5:00 PM

Note: In default of confirmation at the Winter 2019 General Meeting, if reapproved, the bylaws cannot enter force or effect until confirmed at a subsequent General Meeting.

FOR INFORMATION: Notice of Freedom of Information Request by the Mathematics Society (Freedom of Information Request Imprint .pdf)

Executive & Committee Reports

FOR INFORMATION: Be it resolved that the Board accepts the reports of:

• President
• Vice President Operations & Finance
• Vice President Education
• Vice President Student Life

FOR INFORMATION: Be it resolved that the Board accepts the reports of:

• Executive Committee
• Ad hoc Committee on Organizational Transition.

Business Arising from the Minutes

MOTION: Refocusing of the GM Engagement & Council Reform Task Force

Whereas with the work leading to the Bylaw amendments passed at the Winter 2019 General Meeting, substantial work has been completed towards the charge of the Task Force for General Meeting Engagement & Council Reforms;

Whereas review of practices, management, quorum, and structure of General Meetings remains a concern and should be a focus of improvement.

Be it resolved that, subject to the concurrence of Council, the Board amends the scope of the Task Force to be refocused on:

1. The engagement of at-large members in Council and General Meetings;
2. Attainment and maintenance of quorum at General Meetings;
3. Reducing barriers to general participation in General Meetings;
4. Role and style of Town Halls, and if appropriate their distinction from or integration with General Meetings;
5. Any outstanding items heretofore not resolved from the original scope of the Committee (including online voting at General Meetings); and,
6. The recommendation of procedures for the conduct of General Meetings.
28 March 2019
5:00 PM

— Chairperson Velling

General Orders

MOTION: Orientation Budget

Be it resolved that the Board approves the 2019 Orientation Budget as presented (Orientation Budget 2019.xlsx, Orientation 2019 Operating Budget Recommendations.docx, Proposed Orientation Fee 2019 Budget.pdf). — President Wu & Vice President MacMillan

MOTION: Memorandum of Understanding: Federation of Students Societies Agreement

Be it resolved that Board approves-in-principle the amendments to the Memorandum of Understanding: Federation of Students Societies Agreement, subject to review by the Federation’s lawyer and unanimous approval of the Committee of Presidents;

Be it further resolved that the Board refers final ratification of the approved amendments to the Memorandum of Understanding to the Executive Committee, provided the finalized ratified text of the agreement are sent to Directors seventy-two (72) hours following the same;

Be it further resolved that in the event that the amendments to the Memorandum of Understanding is not unanimously consented to by the constituency Societies, this resolution shall be of no force or effect;

Be it further resolved that the above resolutions shall cease to have force or effect if the Memorandum of Understanding, as amended, is not approved and ratified by the 1st of May, 2019 (Societies Agreement - March 19th Edits.docx, Society Agreement meeting March 19th.docx).

— Vice President Richardson

MOTION: Item Referred from Council Regarding Restructuring Executive Salary to Incorporate Performance-based Bonuses

Whereas Feds Execs are considered C-level executives of this corporation;

Whereas C-level executives of effective corporations tend to receive performance bonuses tied directly to their accomplishments;

Whereas tying performance bonus to accomplishments incentivizes getting more tasks done, setting stretch goals, increases accountability, promotes collaboration, and strengthens Council oversight;

Whereas compared to other Canadian university student unions, Feds Execs individually have the highest base salary; collectively, their salaries are around average (in 2016): (https://www.ubyssey.ca/features/student-union-executive-salaries-canada/)
Be it resolved that Council recommends the Board to investigate the feasibility of changing Executives’ compensation structure to include performance bonuses, such as by swapping the honorarium with performance bonus, and provide a report on their findings to Council by the March 2019 meeting;

Be it further resolved that implementation of any performance bonus plans or changes to Exec’s compensation structure must be ratified by Council with a two-thirds supermajority vote.

— Chairperson Velling, on behalf of Students' Council

MOTION: Council Recommendation on Impeachment Salary Loophole

Be it resolved that Council recommends the Board to investigate why impeached Executives would continue to receive their salaries until the end of the fiscal year,

Be it further resolved that the Board inform Council of their findings;

Be it further resolved that Council recommends the Board to work with the the University’s HR staff to close this loophole, such that if an Executive were to be impeached, the Executive would no longer receive salary, nor a severance pay.

— Chairperson Velling, on behalf of Students' Council

Other Business

Confidential Session:

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?”

Executive & Committee Reports

FOR INFORMATION: Executive and Committee updates.
28 March 2019
5:00 PM

Business Arising from the Minutes
MOTION: Report on Not-for-Profit and Tax Exemption Status — Chairperson Velling
DISCUSSION: Update on Staff Survey. — Director Plante

General Orders
DISCUSSION: Concerns raised by the Societies. — Chairperson Velling
DISCUSSION: Request for Legal Support. — Chairperson Velling

Other Business
MOTION: Report reviewing commercial operations public disclosures. — Director Plante

Adjournment
MOTION: Be it resolved that the Chair adjourns the meeting at 8:30 PM.