Federation of Students’ Minutes

SLC 1106, University of Waterloo
Chair: Chairperson Velling  Secretary: Secretary Tran

Seneca Jackson Velling

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

The following members were present in the gallery:

- Hunte, John
- Fitzpatrick, Amanda
- Town, Megan
- Parmar, Simran

PRELIMINARIES

CALL TO ORDER

Chairperson Velling called the meeting to order at 5:07 PM.

REGULAR

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 Chairperson Velling 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?”

Chairperson Velling declared a conflict of interest on items regarding Executive Salary and Council Impeachment (as an incoming executive). Director Beauchemin and Vice President, Gerrits noted the same conflict of interest.

Director Siemons asked if he should be declaring a conflict of interest on the Societies Memorandum of Understanding item as the speaker for SciSoc. Director Siemons stated that in his role he only votes to break a tie. Chairperson Velling ruled that it was not a conflict of interest because Director Siemons is not a signing authority for the Society.

Secretary Tran declared a conflict of interest on the Societies Memorandum of Understanding item.

Director Duong stated a conflict of interest on the Orientation Budget on Vice President, Richardson’s behalf.

Vice President, Gerrits then asked if Director Beauchemin has a conflict of interest with the Societies Memorandum of Understanding. Director Beauchemin stated that he was not a signing authority and does not have a vote on EngSoc’s Board of Directors.

**Remarks from the Chair**

**Passage of New Bylaws**

Chairperson Velling noted that most of the new Bylaws had passed at the recent General Meeting but there were a few items that had not been voted on before quorum was lost.

**Re-Approval of the Bylaws**

*Be it resolved that* the Board re-approves the following bylaw amendments subject to ratification by the next General Meeting of the Corporation *Chairperson Velling and Director Beauchemin.*

Chairperson Velling stated that if the Board re-approves these bylaw amendments, they would not come into force until ratification from the next General Meeting. *Secretary’s Note:* Director Sesink arrived at 5:11 PM.

*Motion carries* with members Chairperson Velling and Director Sesink noted in abstention and Director Duong marked present, not voting.
FoI Request by the Mathematics Society

Chairperson Velling stated that a freedom of information request had been received from the Mathematics Society and that the Research and Policy Officer was handling it.

Executive & Committee Reports

President (Wu)

President Wu was pleased to report that the General Meeting happened and Feds was able to maintain quorum for most of the meeting and pass many items. He then explained that he would be shifting his focus to a review of Election and Referendum procedures.

Vice President Operations & Finance (MacMillan)

Vice President, MacMillan stated that he has no major updates but has been working on transition with his successor.

Vice President Education (Gerrits)

Vice President, Gerrits reported on an issue with our contractual agreement with OUSA because our membership fees are based on our full-time undergraduate enrollment. With the Students’ Choice Initiative, if a student opted out of the optional OUSA fee, by the letter of our contract, Feds would still be required to pay that fee to OUSA. However, OUSA was not in favour of this model, and Vice President, Gerrits informed the Board that the Steering Committee was looking into how to handle this, and a fees committee has been established to develop any required amendments to their Procedures or Bylaws.

Director Plante asked if the OUSA fee would be a specific line item on Quest. Vice President, Gerrits stated that in all discussions with the government, they want the fees unbundled, but at this point the final categorizations have not been made.

Secretary’s Note: Director Duong arrived in the Board room at 5:27 PM.

Vice President Student Life (Richardson)

Vice President, Richardson reported that she had no updates.

Director Plante asked for an update to be provided on executive transition. Vice President, Richardson stated that transition has been ongoing and she is doing it in a way that best serves the way Amanda learns. Vice President, Richardson also stated that she was working on transition documents.

Director Siemons asked if the Executives have been working with Director Duong on implementing the recommendations from the Ad hoc Committee on Organizational Transition. Chairperson Velling stated that the committee had not recommended changes yet.
**EXECUTIVE COMMITTEE**

The Executives stated that most of their meetings have been regarding the Students’ Choice Initiative.

**AD HOC COMMITTEE ON ORGANIZATIONAL TRANSITION**

Director Duong had a quick note stating that if someone wants unofficial recommendations she can provide an update, but that formal recommendations would be coming soon.

**BUSINESS ARISING FROM THE MINUTES**

**GM ENGAGEMENT & COUNCIL REFORM TASK FORCE**

*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.

*Chairperson Velling and Director Plante.*

Chairperson Velling stated that this past year the committee had been focusing on governance changes, since they require the most time and effort. With the passage of the new Bylaws, there was now an opportunity to shift the committee’s mandate.

Vice President, Gerrits suggested that it might be wise to strike the wording 'task force' from the title and instead use 'ad hoc' to better reflect the new mandate of the committee.

Vice President, Richardson asked if Feds should be focusing on at-large students since Councillors are obligated to attend General Meetings. Vice President, Richardson suggested adjusting the membership so that if councillors do not want to be apart of the committee, at large students be added instead.

*Be it further resolved that* if Council wishes to remove its membership from the committee the seats shall be filled with at large members.

*Chairperson Velling and Director Sesink.*
Director Plante stated that it would be of benefit to have a variety of perspectives on the committee; at-large students, Councilors and Directors. The Director introduced an amendment to the amendment so the committee membership would be expanded to at large students regardless of what Council does with its seats.

**Be it further resolved that** the committee membership be expanded to add two at-large members.

*Director Plante and Vice President, Gerrits.*

Director Plante stated the goal of this is we would be able to have both at large members and Councilors involved in the committee.

A member of the Board brought up a further amendment to better reflect the goals of what Director Plante wanted. However, since the Board was already two amendments into the main motion, Chairperson Velling ruled this out of order.

Director Sesink then asked what would happen if the two at-large seats were not filled. Vice President, Richardson reported that in that situation, the seats are normally filled by Council.

**Motion carries unanimously**

**Back to the main motion**

**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.

**Be it further resolved that** the committee membership to be expanded to add two at-large members

**Motion carries unanimously**

**GENERAL ORDERS**

**ORIENTATION BUDGET**

**Be it resolved that** the Board approves the 2019 Orientation Budget.

*Secretary’s Note: Vice President, Richardson left the Board room at 6:03 PM*

*Director Beauchemin and President Wu.*
Chairperson Velling stated that if the Board wanted Vice President, Richardson to answer questions about the budget, the Board can suspend the Procedure to bring her back into the room.

**Be it resolved that** the Board suspends Procedure 3, §B(2), to allow Vice President, Richardson to remain in the room for discussion in a nonvoting capacity.

*Chairperson Velling and Director Beauchemin.*

**Motion carries**

*Secretary’s Note: Vice President, Richardson returned at 6:05 PM*

Directors asked clarification questions around what portion of the budget they were being asked to approve as the Feds FOC section of the budget was very low in comparison to other sections. Vice President, Richardson stated that Feds controls and approves the entire budget, and that the Feds FOC section is low because the events they run do not require many resources.

Directors asked further questions revolving around the full-time staff salary expense, and how the line item was quite low, despite our organization paying two full-time staff members to work in the Orientation Department. Vice President, Richardson stated that they get paid from the General Office budget.

Directors expressed concerns with the salaries of Orientation Department staff members being subsidized by the General Office budget, and therefore student fees, because the principle of a budget like Orientation is it is meant to be done on a cost recovery basis.

Directors stated that orientation should focus more on the expansion of learning outcomes, allowing new members to be made aware of what Feds is. It was noted that orientation is the first opportunity to engage with students and provide good direction for them to understand Feds.

Discussion then turned to concerns that were raised with some budget line items having already been expensed without approval. President Wu stated that the only line he believed had already been spent was line 39, which was a conference (NODA) that FOC members had been sent to. Board members then questioned why NODA’s budget was so big, and why the expense had been incurred before the budget had passed, and if it was worth it. A question was raised on who would be paying for NODA if the budget was not approved to which Chairperson Velling replied that it would be the direct supervisor or party approving the expenses that would be liable and not the corporation.

**Be it resolved that** Board tabled Schedule Expenses line 39 of the Orientation Budget 2019.

*Director Siemons and Director Plante.*

Director Siemons introduced the motion to table, explaining that it would not be appropriate to approve the expense until Board is able to investigate this issue further on who approved this expense without budgetary approval by the Board.
Directors debated the value of investigating this further, with some members in favour of just accepting it and moving on. However, other members warned against that course of action as doing so would be giving away our power of proper budgetary approval. Directors expressed further frustration that the Executives allowed this situation to occur because the organization had been in the same situation earlier in the year with the general operating budget.

*Secretary’s Note:* Vice President, Richardson excuse themselves at 6:43 PM.

**Motion fails** with noted members Director Beauchemin and Vice President, MacMil lan in opposition and Secretary Tran, Chairperson Velling, President Wu, and Director Duong in abstention.

Chairperson Velling then brought up an amendment which reads:

**Be it further resolved that** Budget & Appropriations Committee investigate and developed a procedure of expensing premature budget items.

*Chairperson Velling and Director Sesink.*

**Motion carries** with noted member President Wu, in favour.

Voting on the main motion, as amended

**Be it resolved that** the Board approves the 2019 Orientation Budget.

**Be it further resolved that** Budget & Appropriations Committee investigate and developed a procedure of expensing premature budget items.

**Motion carries**, with Director Beauchemin noted in favour and Director Siemons and Director Plante noted in opposition.

**RECESS**

**Be it resolved that** enter a recess at 6:58 PM

*Chairperson Velling and Secretary Tran.*

**Motion carries**

*Board reconvenes at 7:10PM*

*Secretary’s Note:* Director Beauchemin left the Board meeting at this time.

**IMPRINT PUBLICATIONS**

Chairperson Velling stated that there was an FOI from MathSoc. MathSoc President Ronald Li, Vice President Academic, Deon Hua, and Chair DeFazio entered the Board room to speak about the matter.

**Be it resolved that** Board amended the agenda to consider MathSoc’s items immediately.

*Director Plante and Vice President, Gerrits.*

**Motion carries** unanimously
CONFIDENTIAL SESSION

Be it resolved that the Board moves into Confidential Session to discuss the MathSoc FOI request at 7:13 PM.
Chairperson Velling and Secretary Tran.
Motion carries unanimously

LEAVE CONFIDENTIAL

Be it resolved that the Board move into public session.
Vice President, Gerrits and Vice President, Richardson.
Motion carries

MEMORANDUM OF UNDERSTANDING

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 was 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 had force or effect if the Memorandum of Understanding, as amended, was not approved and ratified by the 1st of May, 2019
Chairperson Velling and President Wu.
Vice President, Richardson withdrew the motion as there were still outstanding issues with the MoU to be resolved with COPS.
Motion Withdrawn

Directors expressed concerns with a new MoU not being signed and the ramifications of the old agreement expiring. Vice President, Richardson stated that the existing MoU would continue to be in force indefinitely and that only a review is required every three years.

Chairperson Velling stated that there are three principle changes he would like to see; replacing all mentions of the Vice President Student Life with President (except in Section 4 – Society Events and Services); replacing a Committee of the Board of Directors with a Committee as outlined in Students’ Council Procedures; and ensuring that any instance where Societies are required to be in line with the bylaws, policies, and procedures of the University of Waterloo, that the Federation of Students also be included.

The Board then moved an incidental motion to reflect the discussed amendments to the MoU.
Be it resolved that the Board instruct the Vice President, Student Life to seek approval from COPS on the following amendments to the Societies MoU; replacing all references of the "Vice President Student Life" with "President" (except in Section 4 – Society Events and Services); replacing a "Committee of the Board of Directors" with a "Committee as outlined in Students’ Council Procedures"; and ensuring that any instance where Societies are required to be in line with "the bylaws, policies, and procedures of the University of Waterloo", that the Federation of Students also be included.

Motion carries with noted members Secretary Tran and Vice President, Richardson abstaining.

RESTRUCTURING EXECUTIVE SALARY

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 super-majority vote.

Director Sesink and Vice President, Richardson.
Secretary’s Note: Chairperson Velling and Vice President, Gerrits left the Board room.

Vice President, Richardson stated she is not in agreement with performance based compensation for Executives because their accomplishments might not be evident until later on in their term.

Vice President, Richardson further stated that Executives sign contracts with the University’s HR Department and this motion might be a violation of HR Policy.

Director Plante stated that he understands this motion to only be an investigation into looking into whether or not this model was a good idea. Therefore, Feds can meet with HR to review the pros and cons of the proposal and also look at what other Student Unions do. The Director further stated that it is a Bylaw requirement for the Board to consider all recommendations from Council.

A number of amendments were considered:

Be it further resolved that if any changes to the compensation structure are made, such changes will be announced by January 6th, 2020, to come into effect May 1, 2020, for the 2020-2021 governing year.

Director Siemons and Director Plante.

Motion carries

Be it resolved that Board strikes the first two whereas statements.

Director Siemons and Director Plante.

Motion carries
Be it resolved that  Board strike March 2019 and replaced it with November 2019.
*Director Siemons and Vice President, Richardson.*

Motion carries

Director Siemons stated that this gave more time for the Board to look over the value of performance bonuses.

**Voting on main motion, as amended**

Be it resolved that  the Board investigate the feasibility of changing Executives’ compensation structure to include performance bonuses, such as by swapping the honorarium with board approved performance bonus, and provide a report on their findings to Council by the November 2019 meeting;

Be it further resolved that  implementation of any performance bonus plans or changes to such plans must be ratified by Council with a two-thirds supermajority vote;

Be it further resolved that  if any changes to the compensation structure are made, such changes will be announced by January 6th, 2020, to come into effect May 1, 2020, for the 2020-2021 governing year.

Motion fails  with noted members Director Plante in favour, and Vice President, MacMillan and Secretary Tran in opposition.

*Secretary’s Note:* Vice President, Gerrits and Chairperson Velling came back to the meeting at 8:33 PM.

**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. *Vice President, MacMillan and Director Plante.*

**CONFIDENTIAL SESSION**

The Board wished to consider the motion in confidential session.

Be it resolved that  Board move into Confidential Session at 8:54 PM. *President Wu and Director Sesink.*

Motion carries

Be it resolved that  Board move out of confidential session at 9:02 PM. *Secretary Tran and Director Sesink.*

Motion carries
Board replaced the motion on the floor and introduced its own motion to better represent the impeachment process.

**Be it resolved that** the VP Operations & Finance on behalf of the Board 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** should an investigation show that a change can be made, the Board will work with the University’s HR staff to address this issue.  
*Vice President, Richardson and Director Siemons.*

**Motion carries** with Director Plante noted in favour.

**RECESS**

**Be it resolved that** Board enter a Recess at 9:11 PM.  
*Director Sesink and Secretary Tran.*

**Motion carries**

  *Board reconvenes at 9:17 PM*

**OTHER BUSINESS**

Director Plante raised new business that Board Procedure 23, Clause 3, was not being followed.

Prior to the Winter Term, the Board of Directors shall meet to decide the Executive transition honoraria remuneration for the current year, which shall not exceed $500. When considering the amount for the honoraria, the Board shall concern itself with the Federation of Students’ financial position for the current fiscal year, the awarded amount in previous years, and the current rate of inflation. All Executive transition honoraria will have an identical maximum value”

The Board heard that the current budget was $500 per executive and Director Duong was currently looking into the evaluation criteria for dispensing the honoraria and had been working with Chairperson Velling on this.

**Be it resolved that** Board approve a maximum transition honoraria of $500 per Executive and suspend the Procedure 23 to allow the Chair of the Organizational Transition Committee and the Chair of the Board to determine the honoraria remuneration.  
*Director Sesink and Vice President, Gerrits.*

**Motion carries**
CONFIDENTIAL SESSION

Be it resolved that the Board moves into confidential session at 9:38 PM.
Director Plante and Vice President, Richardson.

Motion carries

LEAVE CONFIDENTIAL

Be it resolved that the Board move into public session at 10:51 PM.
Chairperson Velling and Secretary Tran.

Motion carries unanimously.

ADJOURNMENT

Be it resolved that the Chair adjourn the meeting at 10:52 PM.
Chairperson Velling and Director Plante.

Motion carries unanimously.