Federation of Students’ Board Agenda

Regular Meeting

SLC 1106, University of Waterloo
Chair: President Beauchemin  Secretary: Director Easton

ATTESTANCE

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

Expected Attendees:

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

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

+ Non-Voting Resource Member

Expected Absences:

• None

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Public Session

Preliminaries

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

Call to order

The Chair calls the meeting to order at 6:00 PM.

Election of the Officers

In accordance with Board Procedure, the Election of Officers supersedes all other business. As such this item cannot be rearranged. The Board may not adjourn or proceed with the agenda until a Chair is elected.

Chair:

Be it resolved that the Board ratifies the election of Connor Plante as Chair of the Board.

Secretary of the Corporation:

Be it resolved that the Board ratifies the election of Benjámin Easton as Secretary of the Corporation.

Approval of the Agenda

The Chair assumes the Agenda.

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."

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 of the Chair

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.

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)

Committee Reports

Each Committee Chair will provide an oral report.

1. Executive Committee (President Beauchemin)
2. Ad Hoc Committee on Organizational Transition (President Beauchemin)
3. Ad Hoc Committee on GM Engagement (President Beauchemin)

Business Arising from the Minutes

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

Procedure 3 Amendment (1)

Secretary’s Note: This procedural amendment was received by the Board on April 12, 2019 and tabled until the next regular meeting.

Be it resolved that the Board adopts amendments to Procedure 3, Director’s Code of Conduct, as attached.
PROCEDURE 3 AMENDMENT (2)

Secretary’s Note: This procedural amendment was received by the Board on April 12, 2019 and tabled until the next regular meeting.

Be it resolved that the Board adopts amendments to Procedure 3, Director’s Code of Conduct, as attached.

GENERAL ORDERS

APPOINTMENTS TO COMMITTEES

Submitted By: President Beauchemin and Director Plante on behalf of former Chair Velling.

Risk Management Committee:

Be it resolved that the Board ratifies the appointment of Megan Town and John Hunte to the Risk Management Committee.

Ad Hoc Committee on Organizational Transition:

Be it resolved that the Board ratifies the appointment of Simran Parmar and Michael Beauchemin to the Ad Hoc Committee on Organizational Transition.

Ad Hoc Committee on General Meeting Engagement:

Be it resolved that the Board ratifies the appointment of Simran Parmar and Megan Town to the Ad Hoc Committee on General Meeting Engagement.

SLC Management Advisory Committee:

Be it resolved that the Board ratifies the appointment of Alexandria De Sousa to the SLC Management Advisory Committee.

Budget & Appropriations Committee:

Be it resolved that the Board ratifies the appointment of Connor Plante and John Hunte to the Budget & Appropriations Committee.

Honorary Lifetime Membership Committee:

Be it resolved that the Board ratifies the appointment of Alexandria De Sousa to the Honorary Lifetime Membership Committee.
PROCEDURE 9 AMENDMENT

Be it resolved that the Board adopts amendments to Procedure 9, Issuing of Cheques, as attached.
Submitted By: Director Plante.

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.

PRELIMINARIES

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 OF THE CHAIR

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.

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)

**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)

**BUSINESS ARISING FROM THE MINUTES**

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

**ORGANIZATIONAL CHART RESTRUCTURE**

**Motion:** Organizational Chart Restructure

**GENERAL ORDERS**

**UPDATE ON STAFF SURVEY**

**For Information:** Staff survey

**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.

**ADJOURNMENT**

Be it resolved that the Chair adjourns the meeting.
Background: The current procedure fails to address conflicts of interest of the Officers responsible for conducting investigations into breaches of the Code of Conduct.

Further, the current practice fails to properly inform Directors of accusations leveled against them, nor are there mechanisms to appeal overly severe or disproportionate methods used to address breaches of the code of conduct (including improper process being followed).

The below changes seek to rectify this shortcoming with a more thorough procedure on handling both process for investigation and informing of the accused and complainant, as well as providing a mechanism to appeal.

Amendments to Procedure 3(D) Breach of the Code of Conduct:

1. Accusations that a Director has violated any part of this procedure will be referred to the Chair of the Board and President. The Chair and the President shall be responsible for determining the most appropriate method to address the violation, including but not limited to a meeting with the Director in question, or referral of the matter to Board during confidential or in camera session.
   a. The Chair and President shall notify the accused of those accusations leveled against them and that an investigation will begin in a timely manner, not exceeding three (3) business days following the formal receipt of accusation. Such notice shall inform them of their rights listed under this procedure.
   b. The Chair and President shall investigate the accusation during a period not exceeding ten (10) business days.
      i. At minimum, information gathered from the complainant(s) shall include the nature of the breach, corroborating evidence for the accusation, and a statement as to the real and/or potential impact of the breach on the Corporation.
      ii. At minimum, the Chair and President shall request a statement regarding the accusations to confirm or deny any or all allegations leveled against the accused.
   All information provided shall be kept confidential by all parties, notwithstanding any other procedures of the Board respecting access to information, unless otherwise indicated in this procedure.
   c. The rights of Directors under investigation for accusations of breach of the Code of Conduct include, but are not limited to:
      i. Appealing the decision of the Chair and Secretary to the Board under confidential session,
      ii. Access to all information regarding the accusation, and
      iii. If they feel it necessary, obtaining independent legal counsel.
d. The written decision of the Chair and President shall be provided separately to the complainant and the accused. The decision shall explain whether the accusation was indeed a violation of the Code of Conduct, and if applicable the severity/impact of the breach real or otherwise, and what if any disciplinary action was deemed the most appropriate method to address the violation.

e. The Chair and President shall, to a reasonable extent, respond promptly to all accusations and communications related to the matter by the accused or the complainant(s).

2. In the event that the President is accused of violating any part of this procedure, the Chair and Secretary of the Corporation shall be responsible for addressing the violation in a manner consistent with §D-1.

3. Directors found to have violated the Code of Conduct may appeal the decision and/or the extent of disciplinary action deemed appropriate to address the violation at the next available meeting of the Board of Directors. A Director appealing the decision shall inform the Chair of their intent to appeal, who shall include such an item on the Agenda and shall circulate their written decision issued in accordance with §D-1(d) to all Directors.

a. All appeals shall be brought before the Board during confidential or in camera session. The complainant and the accused shall recycle themselves from the Board room until a decision as to appeal is reached; unless requested to return for additional information.

b. The Chair shall summarize the nature of the accusation, the statements of the complainant and the accused, and their decision. Following this introduction, the Chair shall invite the complainant into the Board chambers to present their statements. Then the Chair shall invite the accused into the Board chambers to present their statements. Normally, only that information which was presented during the initial investigation will be considered by the Board.

c. The Board shall consider the appeal by reviewing the findings and evidence made in accordance with §D-1 and shall determine if there is sufficient evidence to support the determination made. In addition, the Board shall determine if proper procedure was followed. The Board may overturn any decisions by a two-thirds (2/3) majority, or if new information has been presented, the Board may quash the decision and refer the matter back to the Chair and President for further review.

4. In the event that the President, and Secretary are both accused of a shared violation of the Procedure, the matter shall be brought before the Board during confidential or in camera session. The decision of the Board may not be appealed in this instance unless new information is presented within one business week of the Board's decision.

5. In the event that the Chair of the Board is accused of a violation of the Procedure, the matter shall be brought before the Board during confidential or in camera session. The decision of the Board may not be appealed in this instance.

6. In the event of actual Conflict of Interest of any Officer ordinarily responsible for conducting investigations into accusations of breach of the Code of Conduct under this...
Procedure, the matter shall be referred to the Board of Directors for consideration during confidential or in camera session.
DIRECTOR’S CODE OF CONDUCT

A. Scope and General Principles

1. This procedure shall apply to all voting and non-voting members of the Federation of Students’ Board of Directors.
2. As stewards of the Corporation, all Directors are expected to at all times act diligently and in good faith, with loyalty to the best interests of the organization, and a view to the furtherance of its objects.
3. Directors should also at all times be aware that they are representatives of the Federation of Students, and should not, through their conduct, damage the interests of or public faith in the Corporation and its Officers, or their fellow Directors.
4. All Directors will be required to annually complete and submit a Conflict of Interest and Confidentiality Declaration, which will be in congruence with the requirements of this procedure, to the Secretary of the Corporation upon their election or appointment to the Board. This should be done prior to the incoming Director receiving any confidential information, or conducting any business as a Director of the Corporation.

B. Participation and Behaviour

1. Directors must act solely in the best interests of the corporation. All directors, including ex officio directors, are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.
2. Directors shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints. All debates shall take place in an atmosphere of mutual respect and courtesy.
3. Directors shall work with and respect the opinions of their peers and leave personal prejudices out of all Board and Committee discussions.
4. Directors shall display courteous conduct in all Board and Committee meetings toward each other and toward staff.
5. Directors shall support, in an affirmative manner, all actions taken by the Board, even when they may be in a minority position with respect to any such action.
6. Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.
7. Directors shall exercise the duties and responsibilities of their office with integrity, collegiality and care.
8. Directors shall not, in the context of the Corporation's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the Corporation without prior approval and briefing by the Corporation's Executive.
9. Directors shall ensure that any comments made by them to the media outside of the context of the Corporation's business and practices is attributed to them in their personal capacity and not in their capacity as Directors.
C. Conflict of Interest

1. A Director shall be considered to have an actual, perceived, or potential conflict of interest, when the opportunity exists for the Director to use the authority, knowledge, or influence of the Board, or a committee or body thereof, for individual benefit or to preferentially benefit any individual or organization with whom the Director has a familial, personal, fiduciary, or financial relationship.

2. Directors who have an actual, perceived, or potential conflict of interest, with respect to any matter under consideration by the Board, or a committee or body thereof, shall declare the nature and extent of the interest immediately, withdraw from the meeting when the matter is being discussed, and refrain from taking part in any discussion or vote in relation to the matter.

3. When the Board, or a committee or body thereof, is of the opinion that a conflict of interest exists that has not been declared, the Board or committee or body may declare by resolution, carried by two-thirds of its members present at the meeting, that a conflict of interest exists and the Director thus declared to be in conflict shall withdraw from the meeting when the matter is being discussed and refrain from taking part in any discussion or vote in relation to the matter.

D. Confidentiality

1. Directors will not disclose to any party or person, outside of the current members of the Board, any written or oral information or materials disclosed or provided to the Board deemed to be confidential by the Board.

2. Information deemed to be confidential by the Board will include, but not be limited to, matters related to: employee and personnel salary, benefits, appointment, promotion, demotion, performance evaluation, disciplinary action and/or grievance, and any other information or material obtained in confidential session of the Board.

3. Once a Director’s term ends, confidential information and material obtained during the Director’s term will remain undisclosed to any party or person. Notwithstanding the foregoing, this non-disclosure will be exempt where:
   1. Consent to do so has been obtained by resolution of the Board and by any affected party or person; or
   2. There is a legal right or duty to disclose; or
   3. Disclosure is compelled by process of law.

E. Breach of the Code of Conduct

1. Accusations that a Director has violated any part of this procedure will be referred to the Secretary of the Corporation and the Chair of the Board. The Chair and the Secretary shall be responsible for determining the most appropriate method to address the violation, including but not limited to a meeting with the Director in question, or referral of the matter to Board during confidential or in camera session.

2. In the event that the Chair or Secretary is accused of violating any part of this procedure, the President shall be responsible for addressing the violation in a manner consistent with §D-1.
3. In the event that the President, Chair, and Secretary are all accused of a shared violation of the Procedure, the matter shall be brought before the Board during confidential or in camera session.
Appointment of Signing Officers

Whereas Article Twelve: Financial Management 12.1(1) of the bylaws states that, “All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such agent or agents of the Corporation, appointed by the Board of Directors as signing officers of the Corporation.”

Whereas Board Procedure 9, Issuing of Cheques, states that, “All cheques issued by the Federation of Students must be signed by two of the signing officers, as outlined in the bylaws of the Corporation.”

Whereas neither the Bylaws nor the Procedure explicitly name the signing officers.

Whereas by past convention and precedent of interpretation of governing documents is that the President, Vice-President, Operations and Finance, and General Manager shall serve as the Corporation’s signing officers.

Therefore, be it resolved that the Board of Directors approve the attached amendments to Board Procedure 9, Issuing of Cheques, as presented below to explicitly clarify this for posterity.

(09) Issuing of Cheques

1) In accordance with the bylaws, the signing officers of the Corporation shall be the President; Vice-President, Operations and Finance; and General Manager.

2) All cheques issued by the Federation of Students must be signed by two of the signing officers, as outlined in the bylaws of the Corporation.

3) The use of a stamp for the authorization of cheques can only be utilized upon approval by one of the signing officers.

4) Cheque requests must be filled out when a cheque is required. All receipts must accompany requests in case of reimbursement.

5) All cash advances must be followed by appropriate receipts to account for the spending within five business days of the event. Any outstanding receipts can be charged back to the member at the discretion of the Vice President, Operations and Finance.

6) The President or Vice President, Operations and Finance may at any time order a hold on any part of the budget, until the next regular meeting of the Board of Directors, where the Board
may order a continuation of the hold or provide alternative direction to the President and Vice President, Operations and Finance. Executive Board.