Federation of Students’ Board of Directors’ Minutes

SLC 1106, UNIVERSITY OF WATERLOO

Chair: CHAIRPERSON VELLING  Secretary: DIRECTOR BEAUCHEMIN

ATTENDANCE

The following members were present:

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

† arrived late

The following members were absent:

- Tran, Tomson*

* regrets

PRELIMINARIES

CALL TO ORDER

A quorum being present, Chairperson Velling called the meeting to order at 4:06 PM.

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.
Regular Session

Remarks from the Chair

Notice of §129 Amendments in Force

The Chair notified the Board of Directors that, due to the prior special meeting having approved Bylaw amendments for the General Meeting Agenda, in accordance with §129 of the Ontario Corporations Act, R.S.O. 1990, c. C38, such Bylaw amendments came into immediate effect and thus the voting rights of the Vice Presidents, Education and Student Life were suspended pending ratification at the next duly constituted and scheduled General Meeting.

Point of Order: Vice President, Richardson rose to point of order for the approved amendments having been presented to the Board late for the prior special meeting and ergo should neither be in force nor be presented to the General Meeting for ratification. Chairperson Velling noted that no member called a point of order during the special meeting, and thereby all business was duly conducted and in order. The Chair informed the Vice President, who had not been in attendance at the prior special meeting, that the item was submitted within the time period required for inclusion with the Annual General Meeting (AGM) Agenda. Some Directors spoke to the fact that they had not called a point of order on any item on the special meeting agenda in part because all the items were technically out of order of the Board’s special meeting agenda notice requirements (as members had been permitted to submit AGM agenda items until the midnight prior. Hence if a point of order were called for any item on the Agenda, it could be reasonably argued to apply to all items on the Board’s agenda.

Chairperson Velling stated that as the point of order had not been raised when the motion was being considered, he had a statutory duty to uphold the new §129 Bylaw while it was in force, unless the Board wished to rescind the Bylaw. The Chair informed the now non-voting Directors that he would permit voting on procedural matters in chambers.

Secretary’s Note: Director Duong arrived at 16:10, the Chair requested the arrival be noted and instructed the Secretary to mark the Director late.

Written Executive Reporting

The Board was made aware of efforts by the Chair, initiated upon request by several Directors, to have the Executives provide written reports to the Board. Directors expressed they did not have sufficient time to develop questions regarding Executive actions and strategic decisions without written reports provided in advance rather than the current practice of oral reports in foro. Chairperson Velling noted written reports would be tried going forward and be prepared for the next meeting, but requested that if Executives did not have time to

\[1\] Secretary’s Note: the prior special meeting of the Board was held to approve the Director and Member submitted items for the Annual General Meeting and approve the Agenda for the same.
prepare written reports given reporting to Council and other senior management and administrative duties, that Directors understand and respect these constraints. The Chair noted that at minimum, he had requested Executives provide written reports outlining Action Plans progress and updates for the Board.

EXECUTIVE REPORTS

Vice President of Education (Matthew Gerrits)

Secretary’s Note: Vice President, Gerrits arrived at 17:13 during discussion of the Federation of Students Contractual Agreements, however the Board suspended the order of the Agenda to allow presentation of the Vice President, Education’s Executive Report. For ease to the reader, the Secretary has opted to include the report here.

The Vice President, Education notified the Board that the full-week Fall Reading Break pilot had just passed at University Senate. He highlighted the substantial membership engagement success in this process with over ten thousand students voting in the plebiscite. Next steps for the Federation included having the Students’ Council ratify the results, however the University has agreed to move forward with this given student expression of support.

Director Duong inquired as to the implementation time-line for the new full-week pilot. Vice President, Gerrits responded that the University has tasked a committee with implementation. The Vice President noted that both Orientation and the start of the Fall academic term will shift forward, as well as having an additional Sunday in exam period as an examination day.

Director Siemons complimented Vice President, Gerrits on achievement of a significant milestone in his Action Plan. The Director noted that this work had taken a large portion of the Vice President’s time and energy, and inquired what the focus going forward would be in his portfolio. Vice President, Gerrits noted that many aspects of his Action Plan were operating concurrently, however that the Ontario Undergraduate Student Alliance (OUSA) membership review would be the next major focus for himself. He noted the OUSA panel was diligently performing its duties as mandated by Council, and was expected to prepare a report on membership with a recommendation to Council on the question of continuation of membership scheduled for a January vote by the Students’ Council.

Vice President of Student Life (Savannah Richardson)

Vice President, Richardson stated there was little in her portfolio to update the Board on. The Vice President welcomed any questions Directors may have of her portfolio.

Without any questions, the Chair continued with the Agenda.

Vice President of Operations & Finance (Kurt MacMillan)

Vice President, MacMillan also noted there was no update from his portfolio for the Board other than items on the Agenda for consideration, but welcomed questions from Directors
nevertheless. No questions were raised.

Vice President, MacMillan inquired if the Vice President of Education and of Student Life should still be providing updates to the Board now that their voting rights have been removed. It was decided that this was still a useful exercise and very informative for the Board.

**President (Richard Wu)**

*Secretary’s Note:* President Wu arrived at 17:05 during discussion of the *Federation of Students Contractual Agreements*, however the Board suspended the order of the Agenda to allow presentation of the President’s Executive Report. For ease to the reader, the Secretary has opted to include the report here.

President Wu emphasized that his focus was entirely on the Annual General Meeting planning and execution. His portfolio was carrying on other items, but priority had been given in Marketing and other efforts to the General Meeting.

Separately, the President notified the Board he was meeting with University administration for review of Policy 33 (*Ethical Behaviour*) and Policy 42 (*Prevention and Response to Sexual Violence*). In addition discussions were occurring with CoSMH (The Committee on Student Mental Health, responsible for implementing the recommendations of the PAC-SMH). President Wu expressed concern that he would be Chairing the AGM and could not get to the CoSMH Town Hall for the signing of the Okanagan Charter. The Board encouraged the Federation maintaining representation at the event as this constituted a major achievement for Student well-being that the Federation had been working towards for some time. Vice President, Gerrits informed the Board he would be attending the Town Hall, and the Board encouraged another Director to leave the AGM early to attend. Director Duong volunteered to attend on behalf of the Federation.

Director Plante inquired if the President was intending to meet the Presidential Advisory Committee (PAC) this term. The Director expressed concern for lack of meetings and noted that, while the committee was a Committee of Council, it had joint membership and was not exercising its duties. President Wu stated if Directors wished the Committee to meet he could make arrangements and would certainly schedule a poll for availability of PAC’s membership in the coming days. Director Beauchemin inquired if the President was taking a partial course load. The President responded that he was enrolled in two classes. Director Beauchemin asked if President Wu believed this was interfering with his ability to fulfill your responsibilities as Chief Executive Officer. President Wu replied in the negative, emphasizing that his courses were not time intensive.

**General Orders**

**Expansion of Corporate Clerk Responsibilities**

Be it resolved that the Research & Policy Officer, Aisha Shibli, be provided access to portions of the Board’s confidential documentation where permitted by both the Chair
of the Board and Secretary of the Corporation.

*Chairperson Velling and Director Plante.*

As the Secretary of the Corporation was unable to attend the meeting, the Chair introduced the motion on behalf of Secretary Tran who requested the item. Chairperson Velling clarified the role would be to expand the support role of the Research & Policy Officer (RPO) to include more Clerk related support for the Board and the Corporate Secretary. This would entail greater storage of records, publication and record of minutes, etc... Chairperson Velling notified the Board that Secretary Tran had expressed difficulty in his work and sifting through documentation with the RPO due to accessibility to information. The Secretary felt it would be more easily solved with increasing access to information for Aisha Shibli, provided consent of the Chair and Secretary to the information.

Chairperson Velling asked the Board to consider including the Vice President, Operations and Finance or General Manager in consultation or approval for any confidential information the RPO would require access to, as there exists potential risk given personnel matters are confidential. Directors inquired if the role, or staff generally, were bound by the same confidentiality requirements of Directors. The Chair responded that the RPO would be asked to sign a confidentiality agreement.

Vice President, MacMillan proposed an amendment to include himself in approval process for such information. Chairperson Velling noted this would be friendly. The proposed amendment would have the motion read:

> Be it resolved that the Research & Policy Officer, Aisha Shibli, be provided access to portions of the Board’s confidential documentation where permitted by the Chair of the Board, the Vice President Operations, President, and Secretary of the Corporation. *Moved by Vice President MacMillan*

Debate shifted to tabling the item until the next regular meeting. Thus, without a second, the motion does not move to the floor.

General Manager Burdett requested more context on the reasoning from the Chair. Chairperson Velling stated he would need Secretary Tran to answer that as he was only presenting information he had been told. The Chair noted this increased risk, and it was best to have the Secretary present the request himself.

> Be it resolved that the Board table the item until the next regular meeting. *Chairperson Velling and Director Plante.*

Chairperson Velling requested the General Manager follow up with Secretary Tran on justification and reasonable limitations on this expansion of access for the RPO.

**Motion carries** unanimously

*Item was Tabled* until the next regular meeting.
Budget Deviation Waiver for Student Life Portfolio

Be it resolved that pursuant to the Budget & Appropriations procedures of the Board and the Council, the Board approves the re-distribution proposal for appropriations allocated to the Warrior Tribe service, as recommended by the Campus Life Advisory Committee & Vice President Student Life, conditional upon the Students’ Council ratification of the dissolution of the Warrior Tribe service;

Be it further resolved that notice of such changes to appropriations shall be provided to the Budget & Appropriations Committee.

Vice President, Richardson and Vice President, MacMillan.

Vice President, Richardson provided background for the decision, referencing the attached budget re-distribution proposal provided to Directors in advance. Primary focus for redistributed Service budget and the Service’s Marketing budget were outlined. The Vice President of Student Life notified the Board that the decision was contingent upon Council approval of dissolution of the Service.

Director Plante inquired as to a potential error in the Marketing Wellness Days additional budget line in the attachment. Vice President, Richardson informed the Board that the original $1300 presented on this line has been changed to $1200 due to miscalculations.

Motion carries unanimously.

Secretary’s Note: Vice President, Richardson noted that she would provide an updated Budget Re-distribution Proposal to Chairperson Velling.

Strengthening Organizational Transition

Be it resolved that the Board constitutes an ad hoc Committee on Organizational Transition within the scope of the attached proposal.

Chairperson Velling and Director Duong.

The Chair introduced some minor changes to the presented version from what was shared with Directors at a prior Board meeting. Primarily, the changes included that the Stakeholder Relations Manager and Research & Policy Officer be made resource members of the Committee. Vice President, Gerrits explained that in addition, Executive Transition would be explored, particularly in relation to Board transition to make the training more complementary. General Manager Burdett expressed desire to participate in the Committee in an advisory and resource role, Directors expressed support for this. The Chair requested that the General Manager participate in any capacity she wishes with the Committee, but particularly for review and assessment of Executive Transition portions.

It was noted that the Bylaws and procedure place the Chair as the responsible agent for organizational transition. As Chairperson Velling is responsible for Board transition, he removed himself from Committee membership as he wanted independent assessment, investigation, and recommendations to be compiled. Chairperson Velling will review and approve the new recommendations and provide to Board for discussion, and potential amendment, any of the recommendations or planned exercises in transition.
Chairperson Velling expressed confidence in Secretary Tran and Vice President, Gerrits as dedicated members of the Committee as they have the longest history of service to the Board and have experienced various Board Transitions. The Chair included one additional at-large Director seat on the committee for a novice Director to have say and input into the process as they could assess strategic shortcomings of the current process and build recommendations for renewed and improved transitions.

The Board expressed thanks to Vice President, Gerrits and Chairperson Velling for putting together this refined version of the earlier proposal and working to improve organizational turn-over. Directors noted strong support for the *ad hoc* exploratory advisory Committee proposed.

**Motion carries** unanimously

**Business Arising from the Prior Item:** Election of the At-Large Seat on the *ad hoc* Committee for Organizational Transition

**Be it resolved that** the Board appoints _____ to the At-Large Seat and General Manager Burdett as an resource member on the *ad hoc* Committee for Organizational Transition.

*Chairperson Velling and Director Beauchemin.*

Director Duongself nominated for the role.

General Manager Burdett was added, on an as needed basis, to the Committee’s membership.

**Motion carries** unanimously

**Reconsideration of an AGM Agenda Item Recommendation**

*Secretary’s Note:* With approval of the Fall 2018 Annual General Meeting Agenda, the Board had recommended opposition by the assembly to a member motion requiring all commercial service budgets to be made public in perpetuity and require commercial services to be operated so as to generate surplus (see Fall 2018 AGM Agenda, page 77). The original motion submitted was not legal as it violated the bylaws with which the Board has a duty to comply under the Ontario *Corporations Act*, R.S.O 1990, c. C38, and risked non-compliance with *not-for-profit* legal requirements to which the Corporation was bound under the bylaws, but the Board was not permitted under the Bylaws from refusing the motion as it was not a bylaw amendment itself. The Board ordered Chairperson Velling to reach out and work with the member to propose amendments which would allow the spirit of the motion to remain the same while changing letter to comply with *not-for-profit* requirements and Bylaws of the Corporation.

The Board discussed potential reconsideration of the Board’s recommendation in opposition to the Commercial Services Resolution submitted to the Annual General Meeting
Agenda given amendments proposed by the Board at the prior session had been accepted by Member Sebben.

Vice President, MacMillan referred to an email he sent to Directors touching on this topic with his beliefs. He explained that he believed the Board should maintain a recommendation of rejection for the item considering the item poses serious risk to financial and strategic interests of the Corporation with respect to Commercial Services.

Chairperson Velling informed the Board that be encouraged the reconsideration given the change in language of the motion to be legally compliant. The Chair still saw risk with some portions of the resolution and stated his belief that the Board should either take no opinion or maintain its decision. Vice President, MacMillan, in conjunction with members of Risk Management Committee, noted that the risk caused by disclosure of confidential budgets and continued potential for risk of loss of not-for-profit status may be irreconcilable. The Chair pointed out that there was a supremacy clause built into the member’s motion so that the maintenance of the not-for-profit status superseded in the event of conflict between the objectives of the resolution (if adopted) and the Corporation’s not-for-profit mandate.

General Manager Burdett advised the Board that tax-exemption and not-for-profit status were not necessarily one and the same. Directors generally felt that maintaining the recommendation of the Board to the AGM for rejection of the motion was prudent. Chairperson Velling inquired as to how best respond to the individual who submitted the motion. Directors offered that response to the request to reconsider the "recommendation for rejection" in light of the changes should note at minimum that the amendments proposed to the motion were to help ensure the resolution was legal, but the opinion of the Board had not changed as to resolution not being in the best interests of the Corporation.

**PERSONNEL COMMITTEE MEMBERSHIP**

**Be it resolved that** the Board adopts procedural amendments to Procedure 19, *Engagement, Termination and Evaluation of Full-Time Personnel*, as presented.

*Director Plante and Director Beauchemin.*

Director Beauchemin and Director Plante noted the proposed changes were two fold:

- Ensuring there is *non-executive* Director membership, representing member interests, on the Committee; and

- Establishing more robust and accountable system for Bonuses for the General Manager. Currently the General Manager’s bonus is determined by the President and Vice President of Operations & Finance singularly. The Proposed changes would see the remaining members of Personnel Committee (with membership expanded to an additional non-executive Director) determine the bonus for the General Manager.

Director Plante continued noting that the minor proposed changes to the Procedure were aimed at ensuring the Board, and Directors individually, were fulfilling their fiduciary and legal responsibilities for oversight of all aspects of the Corporation, including Human Resources.

Some Executives inquired if Executives themselves were not sufficient student representatives to fulfill this role already. Director Plante responded that adding a non-executive
Director to the Committee ensured greater accountability. The Director also noted that Executives were intimately involved in day-to-day Personnel management and Human Resources, but having an independent voice that operates for strategic oversight and accountability who is not themselves involved in such day-to-day personnel matters is useful.

Vice President, MacMillan explained that Personnel Committee is very day-to-day oriented with assessment of items such as performance reviews, bonuses, discipline and termination of Full-Time staff. General Manager Burdett inquired what a non-executive Director might offer to help in decision-making if they are not involved in the operational or managerial side organization. Chairperson Velling offered that an accountability and oversight function was not something the Board should overlook in this discussion, as ultimately all decisions and actions of the Staff, General Manager, and Executives are the Board’s responsibility. The Chair noted that a strategically minded non-executive Director on the Committee would serve a similar role as an Independent Director in Companies or other not-for-profit corporations. This role has little to no interfere with the exercise of independent judgment in carrying out the responsibilities because they are not involved in managerial or operational decisions; they serve as a credible accountability mechanism for good governance. Other Directors agreed with this as a fair assessment and stated that such a Director would receive information and provide insight to inform decision making.

The point was raised that personnel matters are confidential, but this was quickly dismissed as a concern because Directors are bound by confidentiality agreements and have a fiduciary duty that provides absolute rights to inspection.

Vice President, Richardson inquired if there were other mechanisms to manage concerns with lack of accountability of the Board’s Committee. General Manager Burdett re-iterated Vice President, Richardson’s request and highlighted how this change could potentially have significant impacts timely and efficient management in the organization. Directors inquired what the typical process was for the Committee meeting, and Vice President, MacMillan explained that the President, Vice President, Operations and Finance, and General Manager would meet more casually and discuss matters as needed. Concerns were expressed by the Personnel Committee’s membership regarding the need to consider another Director when booking meetings and the frequency of meetings potentially posing risks. It was clarified that meeting frequency is a function of challenges within the organization as sometimes there are more meetings and sometimes there are fewer.

Director Siemons asked how disagreement was addressed, if there was a tied vote on handling a matter by the Committee’s members. It was noted that adding another Director not only increased student representation on the Committee, but offered the opportunity for a tie-breaking vote in the event of dispute.

Director Duong affirmed that if the Board is intending to act strategically, then involving Directors in more management level decisions was not conducive to that end. Director Duong encouraged other Directors to be less “in the weeds” and inquired on the spirit behind the motion. Director Beauchemin and Director Plante stated that the reasoning
had already been presented and was an effort, in good faith, to increase the accountability and good governance practice in the Corporation to student membership. Director Duong held that there could be the perception this discussion arose out of lack of trust. Chairperson Velling intervened in discussion and underscored that he had no reason to believe this decision was motivated by lack of trust. The Chair stated that it was best to carry on discussion with what was known and presented, but not belabour conjecture as to Director’s motivations.

Chairperson Velling underscored the need for increased flow of information and improves lines of communication in solving some of the presented concerns. As faction seemed to be emerging on the issue, the Chair probed if there needed to be a voting member on the Committee, or if summaries of decisions made and justification for such decisions could be provided to the Board so as to best inform Directors of decisions made for which they were responsible, but not risk operational efficiency or trust. Director Duong disagreed with the Chairperson Velling’s suggestion and repeated her prior sentiments that this waded definitively into operations. The Director called attention to the Risk Management Committee as example, risk as an entity is strategic in nature, hence the Director membership on the Committee, but personnel management was squarely operational. Chairperson Velling responded that being appraised of decision making, particularly that which pertains to discipline and termination of Full-Time Staff, is the legal responsibility of the Board.

Chairperson Velling stated that if this motion may appear as lack of trust to some Directors, but from his perspective that was not the spirit of the motion. The Chair inquired if there were other cost-benefit considerations the Board should consider in debate, as conversation was becoming circular. Director Siemons noted that little thought had been given to the value of a tie-breaking vote. Director Beauchemin stated that the motion cost very little as quorum would not change for the Committee, so the Committee could meet without the additional Director if there was substantial urgency. General Manager Burdett rebutted that this change could cause the Federation to halt if the independent Director does not like a decision of the Personnel Committee, as any Committee member can appeal a decision to a meeting of the full Board of Directors. This would bring what could potentially slow a time sensitive personnel matter while management awaits the decision of the Board.

General Manager Burdett emphasized that the organization acts to meet strategic objectives set by the Board. Allowing management to achieve those targets in manners they find viable with deference to their methods was well advised.

Director Duong returned to a summary or report to the Board as a digest of major decisions. Directors inquired if minutes were taken by the Committee. General Manager Burdett stated minutes were not traditionally taken, but could be if that mitigates some concerns. The Board expressed that failure to take minutes constituted substantial risk, and requested minutes be taken in the future. Director Siemons suggested that the role of a Director on the Committee in a non-voting capacity (such as the Secretary of the Corporation) would be to allow for minutes to be taken. Executives expressed that this merely adds steps and is not the most effective use of time.
Considering the continued argument and some views remaining irreconcilable with debate, Director Beauchemin and Director Plante withdrew their motion pending greater consultation and discussion out of chambers, conditional on the Committee providing for summaries of decision making by the Committee to keep Directors better informed.

Be it resolved that the Board amends the agenda to include:

Be it resolved that all Board committees shall issue executive summaries at all regular meetings as applicable.

Director Duong and Chairperson Velling.

Motion carries unanimously

Be it resolved that all Board committees shall issue executive summaries at all regular meetings as applicable.

Director Duong and Chairperson Velling.

With the requirement for summaries set, Director Beauchemin and Director Plante withdrew their motion.

Withdrawn from Consideration

FEDERATION OF STUDENTS CONTRACTUAL AGREEMENTS

Whereas Directors have repeatedly requested access to relevant agreements and information, and

Whereas Directors need to understand agreements between the corporation and other entities to make appropriate decisions for the corporation,

Be it resolved that The President or designate shall share the aforementioned HR Agreement, as well as any other agreements relevant to the activities of the Board, with Directors within 24 hours, and

Be it further resolved that The President or designate shall make available, within two weeks, on the website such agreements as are shared that are not confidential, and for which posting copies on a public website would not reasonably harm the corporation, with an explanation given to Board if they do not make any agreements available.

Director Beauchemin and Director Plante.

Secretary’s Note: President Wu arrived at 17:05, the Chair requested the arrival be noted and instructed the Secretary to mark the Director late.

Chairperson Velling cautioned that twenty-four (24) hours was extremely short notice and he encouraged Director Beauchemin to provide additional time for the President to ensure all contractual agreements were in place.
Be it resolved that the first resolution now read:

Be it resolved that The President or designate shall share the aforementioned HR Agreement, as well as any other agreements relevant to the activities of the Board, with Directors by the next regular meeting of the Board, and

Chairperson Velling and President Wu.

Discussion ensued and Director Beauchemin suggested allowing until the next regular meeting of the Board. The Board felt this period was agreeable.

Adopted by friendly amendment

Secretary’s Note: Vice President, Gerrits arrived at 17:13, the Chair requested the arrival be noted and instructed the Secretary to mark the Director late.

Directors inquired as to the Federation-University Agreement and indentures thereto. President Wu stated that this agreement outlined that Federation employees are University of Waterloo employees. General Manager Burdett stated this agreement was a paper copy. Chairperson Velling suggested it be scanned as Directors have a duty to familiarize themselves with all contractual agreements.

Be it resolved that the last resolution now read:

Be it further resolved that The President or designate shall make available, within two months, on the website such agreements as are shared that are not confidential, and for which posting copies on a public website would not reasonably harm the corporation, with an explanation given to Board if they do not make any agreements available.

Director Duong and President Wu.

The Board felt an amendment was in order regarding the period of time for publication of all such agreements on the website given other website priorities. It was suggested that two months was more appropriate than two weeks for such publication.

Adopted by friendly amendment

President Wu and General Manager Burdett inquired as to which contractual agreements the Board wished to see. Directors clarified that any contracts relevant to the Board or related to decisions the Board makes. Chairperson Velling expressed that Board did not need to see every supply-chain contract for commercial services, but rather contracts that the Board would be required under procedure to review or approve to initiate. Vice President, Richardson inquired if this included Executive Contracts. Directors confirmed that Executive Contracts should be shared.

Motion carries unanimously
**OTHER BUSINESS**

**QUORUM AT THE GENERAL MEETING**

Vice President, Richardson inquired if Directors should call for quorum checks at the General Meeting if there is risk to quorum. Chairperson Velling stated that checking quorum potentially prohibits the Board’s recommendations from being exercised, which undermines the objectives of the Corporation. The Chair felt Directors, who had a legal fiduciary obligation for furtherance of the objectives set or decisions made by the Board as being in the best interests of the Corporation, may not be reasonably able to take such actions if it indirectly undermines attainment of those objectives. Director Siemons inquired if members of the assembly did not have an obligation to prevent conduct of business if the assembly was non-quorate. Director Sesink asked if Directors at the AGM were there as members or Directors. The Chair stated Directors are Directors at all times, especially so at the General Meeting where they serve as representatives of the Corporation. The Chair stressed that only Directors are bound to act strictly in the best interests of the Corporation, and this in no way effected members of the Corporation from exercising their rights (and responsibility) to call a quorum check.

**Be it resolved that** the Board recess for ten (10) minutes.

Chairperson Velling and Vice President, Richardson.

**Motion carries** unanimously.

The Board recessed at 17:25.

The Chair reconvened the meeting at 17:38.

*Secretary’s Note:* Director Sesink arrived at 17:38, the Chair requested the arrival be noted and instructed the Secretary to mark the Director late.

**GROUP PHOTO**

The Board had discussed informally the idea of a team photo for the website. The idea was popular and the Board determined such a photo should be taken at the next meeting. Business attire was set as the dress code for the photograph.

**START TIME OF MEETINGS**

President Wu expressed frustration with the Chair for allowing the meeting to occur earlier than originally scheduled in August. The President found the last-minute change very frustrating. Chairperson Velling apologized to the President, but informed him that the notice of timing change had been sent properly as prescribed in procedure. In addition, the Chair stated that the time change was decided upon by the rest of the Board, including other Executives via a poll, and Chairperson Velling was reasonably trying to accommodate as many Directors as possible to maintain quorum for the meeting. Chairperson Velling reminded
the President that the Board had held a poll for available times to change the meeting start time, with the earlier start time being preferential among nearly everyone. In order to best conduct business of the Board, the Chair felt changing the times to reflect the will of the Board was prudent. Chairperson Velling did apologize however for the inconvenience the rescheduling may have caused. President Wu understood there was no fault with respect to the time change, but wished to let the Board know that such changes were frustrating considering his conflict with the University Senate meeting at the same time.

Chairperson Velling notified the Board that poll for the remaining regular meeting times would occur as soon as possible.

**Confidential Session**

*Be it resolved that* Board enters Confidential Session.  
*Chairperson Velling and Vice President, Gerrits.*

*Motion carries* unanimously.

*Be it resolved that* the Board leaves confidential session.  
*Chairperson Velling and Director Plante.*

*Motion carries* unanimously.

**Regular Session**

**OTHER BUSINESS**

With no Other Business raised by Directors, the Chair adjourns the meeting.

**ADJOURNMENT**

*Be it resolved that* the Chair adjourns the meeting at 7:03.  
*Chairperson Velling and Director Duong.*

*Motion carries* unanimously.