Federation of Students’ Board of Directors’ Minutes

SLC 1106, University of Waterloo

Chair: Chairperson Velling  Secretary: Secretary Tran

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
- Tran, Tomson

* remote

PRELIMINARIES

CALL TO ORDER

Chairperson Velling called the meeting to order at 4:01 PM.

A Director asked if the one item about proxy will be removed since they can be resolved in a regular meeting. Chairperson Velling then replied that this is a bylaw change and would need to occur before the General Meeting by Board.

Chairperson Velling Stated that the motion regarding §84(5) the Ontario Corporations Act, R.S.O. 1990, c. is out of order due to requirements set in §84(5) requiring notice of such a resolution be issued with the information circular.

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**

**AUDITOR’S FINANCIAL STATEMENTS**

After deliberation on the topics that was discussed Director felt that the motion and discussion should move into confidential session.  

**Be it resolved that** the Board moves the approval the Auditor’s Financial Statements to be received at the Fall 2018 Annual General Meeting from the public agenda to the confidential agenda.

*Director Beauchemin and Chairperson Velling.*

Motion carries

**GENERAL MEETING proxy PROCEDURE**

**Be it resolved that** the Board approves the General Meeting Proxy procedure, as presented, contingent upon the ratification of the approved bylaws at the Fall 2018 Annual General Meeting of the corporation;

**Be it further resolved that** the Board shall reconsider and enter into the record this item at the next regular meeting and amend the procedure, if required.

*Chairperson Velling and Secretary Tran.*

Motion carries

Chairperson Velling told Board that the system currently was not compliance with an aspect of the act. This was from a conversation with Aisha (Feds, Research and Policy Officer), that said proxy should be due at an earlier time. The whole situation was interesting Board passed a procedure on proxies, but they do not come into effect because of S.130 of the *Corporations Act, R.S.O. 1990, c. C.38.*

Chairperson Velling stated that this would help with distinction with the two proxy system; enumerating the system. This would help with the overall understanding.

Director Duong then asked why this is taking precedence now. Chairperson Velling then replied stating how there are always Councillors commuting since a general 3rd are on co-op.

Chairperson Velling helped with the understanding of proxy. Stating that proxy would not be used for a Director election unless the list would be released prior and no amendments were made. That would follow in the lines of how with the appointment of

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1 *Secretary’s Note:* This was after conversation about the Auditor’s Financial Statements, due to confidential items being brought up.
the auditor, a proxy cannot be used. Then with items dealing with procedural changes or tabling, Councillors would have to abstain since they would have to follow the intent surrounding the original item from what the member submitted.

With all these perceived changes Director Duong asked how quorum would look. Chairperson Velling stated that it would not go into force if the bylaws do not pass. Therefore making sure we are compliance with the numbers and proxy.

Vice President, MacMillan asked if all the reconsideration are going to be discussed then why we need to talk about it now.

Chairperson Velling stated that this would help Board create a structure to work off of. Hence why this is a time-sensitive item.

Vice President, MacMillan asked if it was possible for this to be moved the General Meeting.

Chairperson Velling stated that this would not come into full effect now. Also how quorum might not occur at the General Meeting. Stated that there would be a greater risk for them not to have them pass and if the General Meeting does.

Vice President, MacMillan said that if the bylaws do not pass this then this would be gone. If it gets approved it will be reconsidered for the next meeting and Board can look into it.

Director Duong stated that this exists and is up for further discussion if need be. Also to consider that the future Board, may not have a strong background with the bylaws. Then the current Board can rule around proxy and timeline, and having a comment where those items come from so when these issues get brought up in the future there would be more context. Vice President, MacMillan asked if there is something we want to reconsider, and if we do not meet quorum on General meeting what happens?

Chairperson Velling stated that the Board still has power for a special meeting or an emergency if needed.

Motion carries

Confidential Session

Be it resolved that Board moves into confidential session at 4:40 PM.
Vice President, Richardson and Chairperson Velling.

ADJOURNMENT

Since there was no more items on the agenda of the special meeting, the meeting was adjourned.

Be it resolved that the Chair adjourn the meeting at 4:42 PM.
Secretary Tran and Vice President, MacMillan.

Motion carries