Federation of Students’ Minutes
SLC 1106, University of Waterloo
Chair: Chairman Plante  Secretary: Secretary Easton

ATTENDANCE
The following members were present:

• President Beauchemin
• Director De Sousa
• Secretary Easton
• Director Eyre
• Vice President Fitzpatrick
• Vice President Gerrits

* remote | †late

The following members were absent:

• General Manager Burdett*

* regrets

Regular Session

Preliminaries

Call to Order
A quorum being present, Chairman Plante called the meeting to order at 5:40pm.

Approval of the Agenda
The Chair assumes the Agenda.
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 Chair 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?”

REMARKS FROM THE CHAIR

The Chair went over the order of the agenda for the Board.

Confidential Session

Be it resolved that the Board moves into confidential session at 5:45PM.
President Beauchemin and Vice President Velling.

Motion carries

Regular Session

Be it resolved that the Board move into public session at 7:45PM.
Chairman Plante and President Beauchemin.

Motion carries

GENERAL ORDERS

AUDITED FINANCIAL STATEMENTS

Be it resolved that the Board approves the audited financial statements of the Corporation for the 2018-19 fiscal year
Be it further resolved that the approved audited financial statements be added to the General Meeting Agenda for information.
*Vice President Velling and Director Hunte.*

The Board considered the items that had been presented in confidential session and proceeded to a vote on the question.

**Motion carries** unanimously

**AMENDMENT TO BYLAWS ARTICLE 4**

**Be it resolved that** the Board approves the amendments to Article 4, Section 1 of the Bylaws as presented, for General Meeting ratification.
*Chairman Plante and Vice President Velling.*

**Motion carries** unanimously

**BYLAW AMENDMENTS PREVIOUSLY APPROVED**

Chairman Plante presented, for information, bylaw amendments that had been previously approved by the Board, and would be going to the General Meeting for ratification. A concern was raised that they had to be re-approved, but Chairman Plante clarified that they do not as they had already been approved.

**AMENDMENT TO AMENDMENT OF BYLAWS ARTICLE 9**

**Be it resolved that** the Board adopts the amendments to the amendment of Article 9 of the Bylaws as presented, for General Meeting ratification.
*Chairman Plante and President Beauchemin.*

A concern was raised regarding why councillors get more proxies than the general members at the general meetings. The response noted councillors do not have any additional votes for themselves and that they are not allowed to pick their proxies. Therefore, at the end of the day, each proxy vote stands for a single student’s vote.

**Be it resolved that** the Board amend Article 9.8(3) to state the following:

"The Chair of the Board and the President shall be jointly responsible for ensuring that each Director and/or Officer is familiarized and complies with the Policies and Bylaws of the Corporation, Board Procedures, and applicable statutes."

*Vice President Velling and President Beauchemin.*

Directors discussed and had no concerns with the amendment proposed. The amendment to the main motion proceeded to a vote.

**Motion carries** unanimously
The Board returned to the main motion, as now amended. Without further amendment or concern, the Chair brought the question on floor to a vote.

**Motion carries unanimously**

_Secretary’s Note:_ Director Town arrived at 8:12PM

**Rule Regarding the Adoption of the Agenda of General Meetings**

_**Be it resolved that**_ the Board approves the following text to be affixed as a footnote on the Annual General Meeting agenda in relation to the item entitled Adoption of the Agenda:

"By adopting the agenda, the Assembly accepts the course of business for the Annual General Meeting of the Corporation. Any items that are not addressed, unless otherwise dispensed with or referred by the Assembly elsewhere, including due to loss of quorum, shall be understood to be referred to the Students’ Council for rendering of a decision."

_Vice President Velling and Chairman Plante._

A concern was raised whether this would incentivize people to push all issues towards Council to solve rather than attend the meeting. Directors discussed and the Board felt that the proposed avenue would provide a secondary mechanism to execute the business of the Corporation that would otherwise be impaired due to loss of quorum. Members concerned could still attend as they wished, including to Council meetings where they hold speaking rights, but this change better positioned the Corporation to act on critical business while remaining accountable to students’ elected representatives on the Students’ Council.

Another concern was raised whether the items would still be referred to Council if they were otherwise dispensed with. Chairman Plante noted that in the language being proposed, this would not be the case.

Without further concerns, the Board expressed support for the item and the Chair brought the question to a vote.

**Motion carries**

**Appointment of the Auditor**

_**Be it resolved that**_ the Board authorizes the Auditor Request-for-Proposal (RFP) Selection Committee, consisting of the VP Operations & Finance, General Manager, Accounting Manager, and Secretary of the Corporation, to recommend on behalf of the Board the auditor for appointment by the Annual General Meeting of the Corporation;
Be it further resolved that the VP Operations & Finance shall inform the Board of Directors as soon as a candidate is selected for recommendation;

Be it further resolved that the VP Operations & Finance, or designate, shall present to the General Meeting the recommended candidate on behalf of the Board of Directors.
Vice President Velling and Vice President Gerrits.

The Vice President, Operations and Finance reported the process of the request for proposal (RFP) to the Board, noting that an addendum to the original RFP had been issued to include the Societies audits. As a result of this addition, no outcome from procurement was ready yet. The Vice President, Operations and Finance requested the Board authorize the selection committee to make its recommendation directly to the assembly on behalf of the Board. Directors supported this recommendation.

Motion carries unanimously

SLC BUILDING FEE

Be it resolved that the Board accept the presentation of the Vice President, Operations & Finance and include a for information item in relation to the elimination of the SSAC SLC Fee and the increase of the SLC Facilities fee in equivalent amount on the agenda of the General Meeting.

Chairman Plante and President Beauchemin.

The Board reviewed the submitted documentation from the Vice President, Operations and Finance. Directors saw no concerns with the proposal and supported increasing accountability and simplification of undergraduate fees to the student association, as it respects the Student Life Centre (SLC).

Motion carries unanimously

Secretary’s Note: Director Parmar enters meeting at 8:35PM

CAPITAL FEE REPORT

Be it resolved that the Board approves, for addition to the General Meeting agenda, the creation of a dedicated fee to support capital maintenance, improvement, and expansion for student spaces (e.g. Student Life Centre), including future compliance requirements under changes to accessibility legislation as may be required, in an amount not exceeding $20 dollars, contingent on the successful adoption of a capital program by the Students’ Council.

President Beauchemin and Vice President Gerrits.

An amendment was brought forward to change the proposed fee amount from $20.00 to $15.00.
Be it resolved that the Board amend the amount of the proposed increase to $15.00 rather than $20.00 per term.

Vice President Velling and Chairman Plante.

Vice President Velling noted that a number of Directors expressed concerns with the possibility of adopting a $20.00 termly fee increase at the General Meeting. Directors had encouraged the Vice President, Operations and Finance to reduce the proposed amount to a more reasonable $15.00 to begin with, subject to later increases in the future as needed.

Motion carries unanimously

Discussion around the fee ensued. The Vice President, Operations and Finance noted that currently the operating budget was being used to fund capital costs entirely, this has a negative long-term effect and could be observed in the last decade of capital expenses.

A concern was raised as to why some students such as part-time students, only pay thirty percent (30%) of the fee. The Executive noted the bylaws require part-time students be pro-rated operating fees at thirty percent, and so this capital fee was treated similarly.

Another concern was brought up regarding how the added money would be spent. Vice President Velling highlighted the attached program draft on expenditure of a capital fund, capital planning by the Board, and capital budgeting by Council and the Board. Directors were pleased with the level of research and the environment scan to other associations.

Motion carries unanimously

**APPROVAL OF THE ANNUAL GENERAL MEETING AGENDA**

Be it resolved that the Board approves the agenda for the Fall 2019 Annual General Meeting of the Corporation, as amended, if amended;

Be it further resolved that the Board authorizes the President and Chair to make those editorial and formatting amendments as may be necessary for the publication of the Agenda for the Annual General Meeting.

Vice President Gerrits and Vice President Velling.

The Board considered the items received from the Call for Agenda items. The President also presented a series of items that he was unsure would qualify as motions. Vice President Velling advised the Board on the legal duty to include the motions and the likely requirement to, in good faith, preserve the intent of the members who submitted items, as the bylaws require the Board to consider all member motions and include them on the agenda, with the exception of bylaw amendments. Acting on this advice, the Board restructured the proposals that were submitted without a good basis of understanding on parliamentary procedure into cogent motions or information items that could be included on the agenda.
Motion carries unanimously

ANNOUNCEMENTS

OUSA Fee Adjustment

Vice President Gerrits noted he had completed a financial analysis and provided a number of options to review, one of which was an increase to the OUSA fee in order to offset some of the reduction in revenues for the student alliance due to opt-outs. Vice President Gerrits inquired as to whether the Board would look favourably on an increase of the OUSA fee.

ADJOURNMENT

Be it resolved that the Chair adjourn the meeting at 9:35pm.
President Beauchemin and Vice President Velling.

Motion carries unanimously