Federation of Students’ Board Agenda

Emergency Meeting

SLC 1106, University of Waterloo

Chair: CHAIRMAN PLANTE  Secretary: SECRETARY EASTON

ATTENDANCE

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

Expected Attendees:

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

+ Non-Voting Resource Member

Expected Absences:

• None

ORDER OF BUSINESS

Public Session

1.0 Preliminaries

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2.2 Approval of Bylaw Amendments to Comply with ONCA Changes (Decision)

2.3 Approval of Bylaw Amendments for the Staggering of Board of Directors Elections (Decision)

2.4 Approval of General Meeting Agenda (Decision)

3.0 Adjournment (Decision)
Public Session

1.0 Preliminaries

1.1 Call to Order

The Chair calls the meeting to order at 6:30 PM.

1.2 Approval of the Agenda

The Chair assumes the Agenda.

1.3 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."

1.4 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?"

1.5 Remarks of the Chair

2.0 Business Arising from the Minutes

2.1 Approval of Bylaw Amendments for the Elimination of the Fall General Meeting

Be it resolved that the Board of Directors approves amendments to Article 5, 7 and 6 of the bylaws to eliminate the Fall General Meeting and recommends ratification to the General Meeting.

Submitted By: Chairman Plante
Note: Please refer to the Bylaw amendments attached, which are subject to amendment from the recommendations of the Students’ Council.

2.2 Approval of Bylaw Amendments to Comply with ONCA Changes

Be it resolved that the Board of Directors approves amendments to Article 7 and 9 of the bylaws to Comply with ONCA Changes and recommends ratification to the General Meeting.

Submitted By: Chairman Plante

2.3 Approval of Bylaw Amendments for the Staggering of Board of Directors Elections

Be it resolved that the Board of Directors approves amendments to Article 5 and 7 of the bylaws to stagger the election of the Board of Directors and recommends ratification to the General Meeting.

Submitted By: Chairman Plante

2.4 Approval of General Meeting Agenda

Be it resolved that the Board approves the General Meeting agenda as presented.

Submitted By: Chairman Plante

Note: Please find the agenda attached.

3.0 Adjournment

Be it resolved that the Chair adjourns the meeting.
COMMITTEE-OF-THE-WHOLE
RECOMMENDED BYLAW CHANGES:

A) Elimination of the Fall General Meetings

ARTICLE 5. GENERAL MEETINGS

SECTION 1. TIMING

(1) General Meetings of members shall be held in the Region of Waterloo, at such a location as the Board of Directors may determine.

(2) One (1) A General Meeting must be held annually in both the Fall academic term before November 30, and in the Winter academic term before March 30 of each year, which for the purposes of the Act shall be considered the Annual General Meeting of the Corporation.

(3) The financial statement and report of the auditor must be presented at the Fall Winter Annual General Meeting each year.

(4) For the purposes of the Act, the Fall Winter General Meeting shall be considered the Annual Meeting of the Corporation.

(5) The ratification of Executives, and The election of the Board of Directors from those applications received and screened by the Students’ Council, must be presented at the Winter Annual General Meeting.

ARTICLE SEVEN: BOARD OF DIRECTORS

SECTION 2. MEMBERSHIP

(3) All Directors, other than the Executive, shall be elected by ranked ballot at the Winter Annual General Meeting to hold office for the subsequent fiscal year. Candidates for such election shall only be eligible if they have submitted an advance application as specified in procedures established by Council.

(6) In the event of a vacancy among the elected Directors, including due to failure of the Annual Winter General Meeting to elect a full seven (7) Directors, the Board of Directors may temporarily appoint a qualified member to fill the vacancy, subject to ratification by the Students’ Council.

(7) Vacancies that occur prior to the Winter academic term Fall General Meeting will be appointed by the Board only until the Fall Students’ Council or a General Meeting elects a qualified member to serve for the remainder of the fiscal year. Vacancies that occur after the Fall General Meeting during the Winter academic term will be appointed by the Board, subject to ratification by the Students’ Council at the next available meeting.

SECTION 6. POWERS

(4) The Board of Directors is expressly further empowered to:
BOARD OF DIRECTORS
Waterloo Undergraduate Student Association

a) Approve the annual budgets of the Corporation;
b) Review the finances of the Corporation, including the annual audit;
c) Oversee the Executive and all other Officers of the Corporation in the execution of their duties;
d) Oversee the strategic direction of the Corporation;
e) Determine the dates of the Fall and Winter General Meetings;
f) Establish the staff structure and the human resources procedures of the Corporation;
g) Establish such committees and procedures as are necessary for the effective execution of its duties.

Rationale: General Meetings are costly, the corporation cannot afford the staff time and resource drain of two such—ineffectual—meetings. This is particularly poignant considering that the Fall General Meeting regularly fails to achieve quorum or loses it nearly immediately. The Winter General Meeting remains an important tool for communication with membership, direct member-driven decision-making, and similar. Elimination of the Fall General Meeting does not prohibit town halls and other less resource and staff-time intensive efforts to engage members.
BOARD OF DIRECTORS
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B) Restructure of the Board of Directors to Comply with ONCA Changes

ARTICLE SEVEN: BOARD OF DIRECTORS

SECTION 2. MEMBERSHIP

(1) The Board of Directors shall consist of:
   a) The four (4) Executive The President;
   b) The Vice President, Operations & Finance;
   c) Two (2) members elected as Councillors of Students’ Council; and,
   d) Five (5) Four (4) other full members of the Corporation.

(2) The General Manager shall sit as a non-voting resource member of the Board. The non-voting resource members of the Board of Directors shall consist of:
   a) The Vice President, Education;
   b) The Vice President, Student Life;
   c) The General Manager; and
   d) The Secretary of the Corporation.

(6) In the event of a vacancy among the elected Directors, including due to failure of the Annual Winter General Meeting to elect a full seven (7) Directors, the Board of Directors may temporarily appoint a qualified member to fill the vacancy, subject to ratification by the Students’ Council.

ARTICLE NINE: OFFICERS

SECTION 2. EXECUTIVE

(2) The Executive shall be elected by the members in accordance with Article 11.4(1), and must be a full member of the Corporation and, where applicable, eligible to sit on the Board at the time of their election.

Rationale: The Federation is very likely to be positioned to be considered a “Public Benefit Corporation (PBC)” under the Ontario Not-for-Profit Corporations Act (ONCA). Portions of this Act and its applicable regulations are coming into force in a piecemeal fashion due to Bill 154, “Cutting Unnecessary Red Tape Act, 2017” that was assented to already. Consequently, the PBC status would require that not more than one-third (1/3) of the Directors of the Corporation may be employees of the Corporation or of its affiliates/subsidiaries (including ex-officio Directors, i.e. the Executive). Therefore, to comply with current and forthcoming changes to the governing law under which the Federation is incorporated, the proposed changes are necessary. This would still allow some Directors to serve in PT roles within the Federation and its affiliates/subsidiaries.

Corollary Bylaw Amendment re: Director Honoraria – it is recommended that the bylaws be updated to allow for honoraria for Directors (where approved the Students’ Council, in accordance with Council’s
procedures) to help reduce the financial pressures on students (i.e. to remove barriers that would unduly prohibit poorer students from applying and serving as Directors).

ARTICLE SEVEN: BOARD OF DIRECTORS

SECTION 8. HONORARIA

(1) Directors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive remuneration for serving as officers or employees or in other capacities.

Directors, excluding the Executive, may receive remuneration in the form of monetary honoraria and discounts for serving as such.

(2) Students’ Council shall, in a manner not contrary to these bylaws, annually determine the value of Directors honoraria, and may establish Procedure to determine the timing of Directors’ remunerations, in addition to the minimum conditions that must be met in order for a Director to qualify. All Procedures established in accordance with the foregoing shall be of no force or effect until the commencement of the subsequent fiscal year.

(3) Those Directors elected by virtue of their role as Councillors shall be entitled to all remunerations they may claim, for serving as such.

(4) Directors may receive additional remuneration for serving as officers or employees or in other capacities.

(5) A Director removed from office in accordance with Article 7.9 of these bylaws, shall forfeit all related remuneration, notwithstanding any honoraria that may have already been granted.
C) Staggered Board Elections Bylaw Amendment

ARTICLE 5. GENERAL MEETINGS

SECTION 1. TIMING

(5) The ratification of Executives, and the initial election of Directors for the Board of Directors from those applications received and screened by the Students’ Council, must be presented at the Winter General Meeting.

SECTION 6. AGENDA

(1) The following ordered list of items, as applicable, shall be the fixed order of the agenda for all General Meetings, unless otherwise specified by the Board of Directors:

a) Call to Order
b) Comments from the Chair
c) Approval of the Agenda
d) Approval of the Minutes
e) Receiving the Auditor’s Report and Financial Statements
f) Motion to Appoint the Auditors
g) Election of Directors to the Board of Directors
h) Ratification of Elections and Referenda Results
i) Other Agenda Items

ARTICLE 7. BOARD OF DIRECTORS

SECTION 2. MEMBERSHIP

(3) All Directors, other than the Executive, shall be elected in rotation by ranked ballot at the Winter Annual General Meeting to hold office on the schedule as outlined in Article 7.3(1) for the subsequent fiscal year. Candidates for such election shall only be eligible if they have submitted an advance application as specified in procedures established by Council.

(6) In the event of a vacancy among the elected Directors, including due to failure of the Annual Winter General Meeting to elect a full seven (7) Directors, the Board of Directors may temporarily appoint a qualified member to fill the vacancy, subject to ratification by the Students’ Council.

(7) Vacancies that occur prior to the Winter academic term of the final year of office of a Director will be appointed by the Board only until the Fall General Meeting elects a qualified member to serve for the remainder of the term of office fiscal year. Vacancies that occur after the Fall General Meeting during the Winter academic term of the final year of office of a Director will be appointed by the Board, subject to ratification by the Students’ Council at the next available meeting.
BOARD OF DIRECTORS
Waterloo Undergraduate Student Association

SECTION 3. TERM OF OFFICE AND ELECTION IN ROTATION

(1) Each Director shall hold office for one (1) year or until their successor is duly elected.

(2) Councillor Directors and Executive Directors shall hold office for one (1) year or until their successor is duly elected.

(3) At the first General Meeting at which At-Large Directors are to be elected after the passage of this provision, the Board shall be elected in the following manner:
   a. Two (2) At-Large Directors shall be elected for a term of two (2) years; and
   b. Two (2) At-Large Directors shall be elected for a term of one (1) year;

   Or until their successor is duly elected.

(4) Subsequently, the term of office of any At-Large Director whose term has expired shall be two (2) years, such that the election of the Board remains staggered.

Rationale – With the potential removal of Executive Directors as voting members of the Board, some significant operational knowledge may be removed from a decision-making capacity on the Board. In order to minimize the risks of turn-over from the Board’s annual election and that of the student governance to which the Board is accountable, the election of Directors in rotation may prove valuable. As requested by the Chair of the Board, in consultation with legal counsel, the foregoing bylaw amendments are proposed to provide such a framework. In this setting, the initial election of Directors would be conducted for either a one year or two year term, with each subsequent election being for two years. In the event of a vacancy, the Board could temporarily appoint if it sees fit, or could wait for the next regular Students’ Council Meeting or General Meeting to confirm or otherwise elect a member to fill the vacancy for the remainder of the term of that office.
Chair Michael Beauchemin  
WUSA President, 2019-2020

### Agenda Items

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<td>1. Opening Remarks from the Chair</td>
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<td>2. Approval of the Agenda (Recommended for Approval)</td>
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<td>3. Approval of minutes from the October 22nd, 2019 Annual General Meeting Draft minutes attached (Recommended for Approval)</td>
<td>Decision</td>
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| 4. By-law Amendments  
   a) Elimination of the Fall General Meeting (Recommended for Approval)  
   b) Restructure of the Board of Directors to Comply with ONCA Changes (Recommended for Approval)  
   c) Staggered Board Elections (Recommended for Approval) | Decision |
| 5. Election of the Board of Directors Attachment to come: Report of the Director Candidate Screening Panel | Decision |
| 6. Fee Adjustments  
   a) BIRT the General Meeting approve increases to the Federation of Students Fee of $0.47 (compulsory) and $0.36 (optional) per assessment to increase co-op support for organizational research. (Recommended for Approval) | Decision |
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| 7. Member-submitted Proposals | |</p>
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<td>Receiving feedback on the Presidential Nominating Committee (Sabrina Khandakar)</td>
<td>Discussion</td>
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<td>b</td>
<td>Addition of a reading week during the Spring term (Ryan Dullaert)</td>
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<td>c</td>
<td>Encouraging professors to upload more lecture content for student access (Ryan Dullaert)</td>
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<td>Making menstrual products more accessible or free on campus (Caroline Dack)</td>
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<td>Bringing Campus Pizza on campus (Naman Kathuria)</td>
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