Federation of Students’ Board Agenda

Emergency Meeting

Teleconferencing System

Chair: Chairman Plante  Secretary: Secretary Easton

ATTENDANCE

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

Expected Attendees:

• President Beauchemin
• General Manager Burdett+
• Director De Sousa
• Secretary Easton
• Director Eyre
• Vice President Fitzpatrick
• Vice President Gerrits
• Director Hunte
• Chairman Plante
• Director Simpson
• Director Town
• Vice President Velling

Expected Absences:

• None

+ Non-Voting Resource Member

ORDER OF BUSINESS

Public Session

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Public Session

1.0 Preliminaries

1.1 Call to Order
The Chair calls the meeting to order at 8:00 AM.

1.2 Approval of the Agenda
The Chair assumes the Agenda.
Secretary’s Note: No new business can be added to the agenda of an Emergency Meeting.

1.3 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.”

1.4 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?”

Confidential Session

The Board enters confidential session.
Secretary’s Note: In accordance with Board Procedure 2, Board Meetings, all proceedings of Emergency Meetings are held in confidential session, and therefore the motion to enter confidential session is assumed.

2.0 General Orders

2.1 Procedure 2 Amendment
Motion: Amendments to Board Procedure 2.
2.2 Spring 2020 Discussion

Discussion: Spring 2020 term.

3.0 Adjournment

Be it resolved that the Chair adjourn the meeting.
BOARD MEETINGS

I. General Principles
1. Directors shall observe principles of mutual collegiality, respect, and good faith when participating in Board meetings.
2. To the fullest reasonable extent, when calling a meeting, the party making the call will attempt to ascertain the availability of their fellow Board members, and will choose a meeting time which accommodates as many members as possible.
3. To the fullest possible extent allowed by applicable legislation, the Bylaws of the Corporation, and the Board Procedures, the administration of Board meetings will be conducted with a view to transparent and accountable governance.
4. “Notice” for meetings, or of motions to be voted on at meetings, is deemed to be given once it is sent, regardless of when it may or may not actually be received; “one day” is assumed to mean a period of not less than 24 hours, unless otherwise specified; and “one business day” is assumed to mean a period of not less than 24 hours in which the Corporation’s head office is open, unless otherwise specified.

II. Administration of Meetings
1. Board meetings shall at all times adhere to all applicable statutes, the Policies of the Corporation, and to the relevant governing documents of the Corporation, subject to the interpretation of the Chair.
2. In accordance with the Bylaws:
   a. Due notice for all meetings must be given to every member of the Board in writing (email is acceptable), unless each member waives their right to notice, at the meeting or in writing prior to the meeting.
   b. Quorum for all meetings shall be a simple majority of the voting members of the Board.
3. The Recording Secretary of the Board shall cause minutes to be taken at every meeting, in accordance with such standards as may from time to time be set by the Secretary of the Corporation.
   a. The agendas and minutes from all regular session proceedings, including attached documents and the text of all motions to be voted on, will be made available to the full membership of the Corporation.
   b. The agendas and minutes from confidential proceedings shall be made available only to members of the Board, and such authorized individuals as the Board may from time to time determine. The agendas for confidential proceedings shall be made available to the full membership of the Corporation in such a form that the membership could be expected to understand the nature of the items to be discussed, and the potential reasons for their confidentiality, without disclosing any confidential motions or otherwise sensitive business.
   c. All minutes are normally unofficial until approved at a subsequent Board meeting. However, any minutes from the current fiscal year unapproved after April 30th may be approved by a joint decision of the Chair of the Board, the President, and the Secretary of the Corporation.
4. The Chair of the Board is responsible for presiding over all meetings, and – except as may be otherwise specified by this procedure – shall be responsible for preparing the agenda for all meetings, and thus may determine which agenda items are to be conducted in confidential session.
   a. Decisions by the Chair regarding confidentiality may be overruled by a majority vote of the Board.
5. The Board may, from time to time, direct the Chair to invite non-members of the Board to attend proceedings of the Board in person.
a. Notwithstanding the foregoing, the Chair shall be permitted to invite non-members of the Board to attend regular session proceedings, unless such invitation is objected to by any one (1) Director.

b. If the non-member of the Board is invited to attend a specific item of the confidential agenda, the Chair shall ensure such parties have signed non-disclosure agreements, and shall file the same with the Secretary of the Corporation. No party who has failed to sign a non-disclosure agreement shall be permitted to attend any confidential session of the Board.

6. At the start of every session (viz., Confidential or Regular) of a meeting of the Board of Directors, the Chair shall pose 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?”

And the Secretary shall note any and all responses received in the minutes.

7. If more than two hours have passed since the call to order or since the last recess, then the next time there is no business pending, the Chair may assume a privileged motion to recess for 10 minutes.

III. Types of Board Meetings

A) Regular Meetings

1. Regular meetings of Board shall occur at least once per month, with the date, time, and place of the meeting which may be determined by the Chair, or by a resolution of the Board.
   a. The Chair will normally set the date for the first regular meeting of an academic term, following consultation with all Board members. The dates for the remaining regular meetings of the term will normally be determined by the Board at the term’s first meeting.

2. Notice for regular meetings shall be sent to all Directors by the Chair at least ten days in advance of the meeting. The notice shall include the date, time, location (if the meeting is to be held outside of Waterloo), and a call for agenda items.
   a. The deadline to submit agenda items for consideration at the meeting shall be no fewer than four business days in advance of the meeting.

3. The agenda for regular meetings shall be sent to all Directors by the Chair at least three business days in advance of the meeting, and shall include the exact location of the meeting, the text of all submitted motions to be voted on, and any relevant supporting documents. This rule may only be suspended if all Directors waive their right to notice.

4. The format of all regular meetings shall be:
   The format of all regular meetings shall be:
   a. Regular Session:
      i. Territorial Acknowledgement
      ii. Oral Conflict of Interest Declaration
      iii. Approval of the minutes, and business arising;
      iv. Executive Updates (verbal), and business arising;
      v. Committee Reports (if applicable), and business arising;
      vii. Procedurally-mandated Business (if applicable);
      viii. Director-submitted Agenda Items;
      ix. Other Business.
   b. Confidential Session:
      i. Oral Conflict of Interest Declaration
      ii. Approval of the minutes, and business arising;
      iii. Executive Updates (if applicable), and business arising;
v. Committee Reports (if applicable), and business arising;
vi. Procedurally-mandated Business (if applicable);
vii. Director-submitted Agenda Items;
viii. Other Business;
ix. In Camera Proceedings:
1. Executive Updates (if applicable);
2. Discussion on Executive performance;
3. Other Business relevant according to Section IV(C1);
x. Adjournment.

5. While any director is free to raise a motion in “other business” without prior notice (provided that the motion is otherwise in order), 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.

B) Special and Emergency Meetings
1. Special and Emergency meetings of the Board may be called, in accordance with the Bylaws, by:
   a. The Chair of the Board;
   b. Any one (1) Executive;
   c. Any three (3) members of the Board; or,
   d. A resolution of the Board
2. If the Chair requests that an Executive call a special or emergency meeting, the Executive shall not refuse.
3. Normally, special meetings will not be called when a regular meeting is sufficient, and emergency meetings will not be called where a special meeting would suffice.
4. Notice for special and emergency meetings shall be sent to all directors by the Chair or by the party calling the meeting:
   a. At least seventy-two hours in advance (special meetings).
   b. At least twenty-four hours in advance (emergency meetings).
5. The notice shall include the date, and time of the meeting, as well as:
   a. The general nature of the business to be transacted (special meetings).
   b. The agenda for the meeting, including the location of the meeting, the exact text of all motions to be voted on, any applicable supporting documents, and whether an in camera session is requested (emergency meetings).
6. The agenda for special meetings shall be sent to all Directors by the Chair at least one day in advance of the meeting, and shall include the exact location of the meeting, the text of all motions to be voted on, and any applicable supporting documents. This rule may only be suspended with the unanimous agreement of the Board.
7. For special meetings, the Chair shall assist the party that calls the meeting with the preparation of the agenda, and shall determine which items of business are to be considered confidential.
8. The agenda for emergency meetings shall be prepared by the party calling the meeting, and all proceedings shall be held in confidential session; though the Board may, by a simple majority vote later choose to treat all or part of the minutes from such a meeting as though they took place in regular session.
9. No business may be conducted at a special or emergency meetings other than the business listed on the agenda, and any business that may directly arise from the outcomes of the business listed on the agenda. This rule may not be suspended.

IV. Sessions of Board Meetings
A) Regular Session
1. Unless otherwise directed by the governing documents of the Corporation or by the agenda for the meeting, all Board business shall be conducted in regular session.
2. Business raised or set to be conducted in regular session at regular or special meetings may be moved to confidential session by a majority vote of the Board.
B) Confidential Session
1. The Board shall reserve confidential sessions for the conduct of business pertaining to:
   a. The Commercial Services;
   b. Financial or human resources matters;
   c. Legal affairs, including sufficiently sensitive matters;
   d. Any and all matters which the Corporation is obliged by contract or statute to keep private;
   e. Other business of a sufficiently sensitive nature such that it would pose an unacceptable risk to the well-being of the Corporation for such matters to be disclosed to non-directors or general members.

2. A majority vote is required in order to enter confidential session.

C) In Camera Proceedings

1. In Camera proceedings shall be reserved for the Board to hold limited-record discussions, as needed, on the topics of:
   a. Board atmosphere and support;
   b. Executive performance;
   c. The general welfare of the Corporation;
   as well as for the provision of:
   d. Legal counsel;
   e. Details on sufficiently sensitive human resources matters;
   f. Advice from the Auditors;
   g. Information on other matters of a sufficiently sensitive nature as needed to inform Directors considerations but that would pose an unacceptable risk to the well-being of the Corporation if they were recorded except in the most general manner.

2. In Camera proceedings shall occur only during confidential sessions of regular Board meetings, and shall proceed in accordance with Section III.A.4 of this Procedure.

3. Notwithstanding Section IV.C.2 Board members of the Executive Committee during the course of a temporary emergency meeting only by unanimous consent of Directors present.

4. All business to be discussed in camera is for discussion only. No business may be moved or voted on while in camera.

5. It is a conflict of interest for the President and Vice Presidents to remain in the boardroom during discussions on Executive performance, unless the Board requests one or more of them to remain behind to answer specific questions.

6. Minutes from in camera proceedings shall reflect only the general topics discussed during those proceedings and shall make no reference to any individual member(s) of the Board, or specific points raised during discussion.

7. A majority vote is required in order to enter in camera proceedings.

8. In camera proceedings shall end once a director moves to adjourn the meeting, unless such a motion is ruled out of order by the Chair due to the presence of unresolved agenda items.

9. The rules governing in camera proceedings may not be suspended.