ATTENDANCE

The following members were present:

- 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

* Late | †Non-voting resource member

The following members were absent:

- None

* regrets

Regular Session

PRELIMINARIES

1.1 CALL TO ORDER

The regular meeting of the Board of Directors assembled at 1:00p on the Teleconference System. Chair of the Board, Connor Plante, took the Chair, and Benjamin Easton, Secretary of the Corporation, acted as Secretary. The Chair verified the meeting was properly constituted in accordance with the Corporation’s bylaws, policies, and procedures, that due notice had been given to all members, and that a quorum was present.

A quorum being present, Chairman Plante called the meeting to order at 1:03p.
1.2 APPROVAL OF THE AGENDA

The Chair assumed the Agenda.

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?”

Vice President Gerrits declared a potential conflict of interest with respect to part-time staffing considerations for the next governing year.

1.5 REMARKS OF THE CHAIR

Chairman Plante welcomed the incoming Directors who were on the call, and noted that all new Directors had been formally invited to the meeting, as per the motion adopted at the previous Board meeting. He further noted that incoming Directors would be permitted to ask questions of the Board, when recognized by the Chair.

*Regular Session Consent Agenda*

2.0 APPROVAL OF THE MINUTES

2.1 OCTOBER 10, 2019 REGULAR MEETING

(Decision)

No issues were raised by Directors with respect to the draft October 10th minutes. Chairman Plante noted that he had not received any of the other sets of minutes and therefore items 2.2 through 2.10 were withdrawn.
3.0 Reports

3.1 Executive Reports

President (Beauchemin)

President Beauchemin reported that Executive transition continues and that Executive committee minutes have been completed. Regarding the Long-Range Plan, President Beauchemin noted that Mr. Clubine has requested that his agreement with WUSA be terminated given the pandemic circumstances.

Vice President, Operations & Finance (Velling)

(a) Budget to Actuals as of end of Period 11

Vice President Velling noted that, up until the point of the COVID pandemic hitting, WUSA Commercial Operations have started to generate surpluses. For the organization as a whole, a $180,000 surplus was run up until the point of the end of Period 11.

(b) Spring 2020 Fee Statement Changes

Be it resolved that the Board of Directors ratifies the decision of the President and Vice President, Operations & Finance, made under advisement of the Committee of Presidents and Executive Committee, regarding undergraduate ancillary fees for Spring 2020 Academic term, in light of the University’s decision to move classes exclusively online due to the COVID-19 Pandemic.as presented in the memo circulated to the Board on March 26, 2020, entitled COVID-19 Pandemic Spring 2020 Term Fees.

(c) Summary of Budget Preparation to Date for FY2021

Vice President Velling reported that the organization will face significant fiscal dilemmas given the global situation but will strive to serve students in advocacy and other areas despite the uncertainty. WUSA is looking at eligibility in programs like the Canada Emergency Wage Benefit to off-set some revenue losses.

Vice President, Education (Gerrits)

Vice President Gerrits reported much of his time has been dedicated to federal advocacy.

Vice President, Student Life (Fitzpatrick)

Vice President Fitzpatrick reported that transition with her successor was progressing well.
3.2 Committee Reports

1. Executive Committee

Nothing to report.

2. Ad Hoc Committee on GM Engagement

Motion: Dissolution of Committee

3. Select Committee on Long Range Planning

Nothing to report.

4. Planning Student Spaces and Works Committee

Information: Memo re: Partial SLC Closure

5. Committee of Presidents

Motion: Approval of Societies Fluctuation Reserve

Directors asked if the Reserve was approved unanimously by the Societies and what concerns were raised by Societies with respect to the item. Vice President Velling responded that currently reserves are held by individual societies, but the risk associated with such reserves is shared by all societies and the Federation. This fund mitigates that risk in a fair way to all parties.

4.0 Procedure Amendments

- a) Approval of amendments to Procedure 5, Annual Plan (Decision)

  Vice President Velling voiced support for changes to the procedure, but raised suggestions for changes to the language surrounding adherence to the charter.

  President Beauchemin shared with Directors some clerical amendments to Procedure 5 and asked the Board for input.

- b) Approval of amendments to Procedure 6, Budget (Decision)

- c) Approval of amendments to Procedure 8, Authorization of Capital Expenditures (Decision)

Adoption of the Consent Agenda:
Be it resolved that the Board approve or receive for information by consent the items 2-4 above.

Chairman Plante and Vice President Velling.

Motion carries with Director Simpson noted in abstention.

Regular Session

5.0 Business Arising from the Minutes

5.1 Societies Agreement

Be it resolved that the Board adopt the presented version of the Societies Agreement, as amended, to enter force and effect May 1, 2020;

Be it further resolved that the implementation of 3.3.g(i), (ii), and (iv) for the Engineering Society be contingent upon agreement by both the Engineering Society and the Waterloo Undergraduate Student Association;

Be it further resolved that the Board duly authorizes and appoints Mr. Michael Beauchemin (President, FY2020) and Mr. Seneca J. Velling (Vice President Operations & Finance, FY2020) of the Federation of Students, to sign in agreement to the amendments on behalf of the Board to bring into force this Policy.

President Beauchemin and Vice President Gerrits.

President Beauchemin spoke to the importance of continuing to work with the Engineering Society on the items listed above. He noted that signed copies have been received by nearly all Societies, which will reduce the workload on the incoming executive team.

Vice President Velling thanked President Beauchemin for his hard work on the agreement, but suggested amending the first clause of the motion to provide for adoption of the Societies Agreement should it become necessary.

Be it resolved that the first clause include: “…unless otherwise required to comply with legal or contractual obligations or directives from the university of Waterloo”

Vice President Velling and Vice President Gerrits.

Motion carries

Directors asked what issues the Engineering Society had with the above-listed clauses, and raised concerns pertaining to risk should the Society refuse to implement the clauses in question. President Beauchemin explained that the motivation behind the exception is that both parties felt they required more time to decide on how to implement them.
Vice President Velling added that Societies are not legal persons so the risk posed to WUSA is minimized. He continued that the delay is not unreasonable.

Directors asked how they would know when the implementation of the clauses noted above was complete. President Beauchemin stated that it would be up to the future executive. He continued that once the agreement is implemented, the Societies will not be able to modify it without unanimous consent of all parties to the Agreement.

Directors thanked President Beauchemin for his hard work on this Agreement.

Motion carries unanimously

6.0 GENERAL ORDERS

6.1 UPASS AGREEMENT

Whereas the Students’ Council approved amendments to the Schedule of Programming to renew the Universal Transit Pass (UPass) administered program at its 9 February 2020 Regular Meeting, contingent on the Board of Directors approval of a renewed UPass Agreement, as negotiated;

Be it resolved that the Board approves the renewal of the University of Waterloo Universal Transit Pass Program (UPass) Agreement, including all appendices and schedules so affixed, between the REGIONAL MUNICIPALITY OF WATERLOO, owner and operator of Grand River Transit, and the Federation of Students;

Be it further resolved that the Board duly authorizes and appoints Mr. Michael Beauchemin (President, FY2020) and Mr. Seneca J. Velling (Vice President Operations & Finance, FY2020) of the Federation of Students, to execute this contract on behalf of the Federation of Students.

Vice President Velling and Chairman Plante.

Vice President Velling explained that WUSA members will pay a lower rate per student than any other student group in the Region under the new agreement.

Directors asked if the agreement provides for a full refund for students, should the Fall term be conducted fully online. Vice President Velling explained that it is likely that the Region will waive payments should that be the case.

Vice President Gerrits explained that WUSA has consulted legal counsel and done its due diligence on finalizing this agreement.

Directors raised clerical concerns with the definition of “Full-Time Distance Education Student”, which Vice President Velling promised to update before signing the agreement.

Motion carries unanimously
6.2 Adoption of New Committees of Board Procedure

Be it resolved that the Board adopts the new Procedure, Committees of Board, as presented;

Be it further resolved that the Board approves an amendment to strike the first clause of both Procedure 19 and 24.

President Beauchemin and Chairman Plante.

President Beauchemin explained that this procedure will need more work in the future, but hoped to pass it now as a foundation for next year’s Executive and Board.

Chairman Plante noted that the striking of portions of Procedures 19 and 24 is in relation to membership definitions which is being consolidated in the new procedure.

Directors voiced support for the creation of an audit committee and urged future executives to track changes when presenting amendments to procedure.

Vice President Velling brought up a number of suggested amendments as follows: A)c.iii. suggested that consideration of a motion to reinstate members may not always be necessary. With respect to B.1.c.v. be changed for. C.1.c. .. D.3. .. F noted motion arising from Health Plan Oversight Committee, increasing membership to aid in meeting quorum. G.2.a.i. Should the President break ties at Executive Committee? And should the Secretary of the Corporation be a member of the Executive Committee G.3.d.ii

Directors expressed support for the Board having to consider a motion in respect to vacancies arising on committees so that they are aware of them occurring. Vice President Velling noted that the Secretary of the Corporation already discloses this information.

Directors suggested waiting for a future meeting to accept his proposed changes given the substantive changes of some of his proposals but Vice President Velling rejected that his amendments were of major substance. President Beauchemin requested that if the discussion were to be postponed, the Strategic and Long-Range Planning Committee continue to exist under the terms of reference provided within the Procedure because it was critical this committee begin its work at the beginning of the governing year.

After further discussion, Directors consented to adopting all parts of the procedure except for those of the Executive Committee, as that section still had more work to be done on it.

Be it resolved that the Board adopts the new Procedure, Committees of Board, excluding the Executive Committee section, as presented;

Be it further resolved that the Board approves an amendment to strike the first clause of both Procedure 19 and 24;

Be it further resolved that the Executive Committee section of the new Procedure be referred to the Executive Committee for consideration.

President Beauchemin and Chairman Plante.

Motion carries unanimously
6.3 ADOPTION OF NEW RESERVES AND RESERVE FUND PROCEDURE

Be it resolved that the Board approves the Reserves and Reserve Funds Procedure, in consideration of the funding flowchart and draft corporate policy on the same, as presented.

Vice President Velling and Director Hunte.

Vice President Velling explained this procedure establishes rules and processes for all reserves which are not internally restricted. The proposal serves to equalize organizational finances across fiscal years with various circumstances and challenges, such as increased or decreased opt-out levels.

Directors asked why the proposal was not adopted when it was first presented by the Vice President, Operations and Finance in December, to which Vice President Velling responded that it was not an organizational priority at that time.

Motion carries unanimously

6.4 RESCISSION OF MATHSOC AUDIT

Be it resolved that the Board rescinds its decision from the March 10, 2020 meeting as it pertains to the conduct of a deep dive audit on the Mathematics Society for FY2020.

Vice President Velling and Director Hunte.

Vice President Velling explained that the Board approved this measure at the last Regular Meeting, but that given the global circumstances surrounding the pandemic, and the associated financial implications to the organization, this audit is no longer something that WUSA can afford nor would it be a prudent expenditure of funds.

It was further noted that there had been no issues with MathSoc’s accounting this past year.

Motion carries unanimously

7.0 OTHER BUSINESS

No other business was raised by Directors.

Confidential Session

Be it resolved that the Board moves into confidential session at 2:27p.

Chairman Plante and Director De Sousa.

Motion carries unanimously
Regular Session

Be it resolved that the Board move into public session at 8:18pm.
Chairman Plante and Director Town.

Motion carries

13.0 ANNOUNCEMENTS

Vice President Velling brought up issues with the bank in transferring over signing authorities so the Board approved on consensus the continuation of signing authorities to exercise their duties as necessary.

14.0 ADJOURNMENT

Having concluded all business on the agenda with no immediate business arising, the Chair declared the meeting adjourned at 8:24pm.