ATTENDANCE

The following members were present:

- Chairman Plante
- Director De Sousa
- Secretary Easton
- Vice President Gerrits
- President Beauchemin
- Vice President Velling
- Director Eyre
- Director Hunte
- Director Town
- General Manager Burdett†

* Late | †Non-voting resource member

The following members were absent:

- Director Parmar
- Vice President Fitzpatrick

* regrets

Regular Session

1.0 PRELIMINARIES

1.1 CALL TO ORDER

A quorum being present, Chairman Plante called the meeting to order at 5:38pm.

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’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?”

Director Town and Vice President Velling declared conflicts of interest on Executive Pay. Directors advised Chairman Plante to declare conflicts of interest for the individuals in question as necessary if any motions arose from the item.

1.5 REMARKS FROM THE CHAIR

The Chair had no remarks.

2.0 APPROVAL OF THE MINUTES

2.1 OCTOBER 2, 2019 MEETING MINUTES

*Be it resolved that* the Board approve the public minutes of the 2 October 2019 Special Meeting.

*President Beauchemin and Director De Sousa.*

Vice President Gerrits raised the idea of a discussion on the appropriate level of detail for future minute-taking. Vice President Velling stated efforts he made as the previous Chair to refine the amount of useful detail to be included in minutes. The Board was in general agreement that the level of detail they are currently at is acceptable.

*Motion carries* unanimously.
3.0 REPORTS

3.1 EXECUTIVE REPORTS

PRESIDENT (BEAUCHEMIN)

President Beauchemin has been spending lots of time on personnel matters and long-range planning. In regards to the LRP, there are over 1300 complete responses to date for a survey sent to membership.

Additional items the President reported on are Executive Restructure Committee work continuing, Ontario Undergraduate Student Alliance student advocacy week completed, Student Choice Initiative matters, and preparing for the upcoming elections. He also reported that he will be out of office from 10-12 December.

Directors asked about student consultations for the long-range plan. President Beauchemin responded that he is reaching out to existing student groups rather than creating focus groups, as has been done in the past. Directors encouraged President Beauchemin to continue this work.

Directors asked about the possibility for respondents to fill the survey repeated times, to which President Beauchemin said that he is relatively confident that this is not the case. President Beauchemin assured the Board that analysis would be presented upon completion of the committee’s work. President Beauchemin also explained that quantitative data is generally what is being sought by the survey.

VICE PRESIDENT, OPERATIONS & FINANCE (VELLING)

Vice President Velling reported that the Capital Improvement Plan solicitation of proposals have been sent out to determine future projects for the Planning, Student Spaces and Works Committee and that he hopes to receive responses soon.

Additional items reported on included the request-for-proposal process for washroom consumables continuing, and that the Student Societies will compensate WUSA for business technology and staff salaries, as well as the opportunity cost spent to set up these new technologies for them. Directors raised concerns around MathSoc’s spending habits respecting this item. Vice President Velling stated his belief that they are in a good position considering their retained earnings and the success of their student run services. Vice President Velling promised to bring any malfeasance to the attention of the Board if they arise.

The Vice President, Operations and Finance is also working with StudentCare and University Finance to work out where the legal insurance fee will fit vis-à-vis student choice initiative developments and the timing of billing/refunds. UW Finance seems more willing to apply credits to student accounts now than they have been in the past. One of the limitations of SCI’s previous rollout was its clumsy fit with insurance products. These updates should help to reduce frustration for end users and members.

Ancillary Fee policy going through consultation with student societies and students’ council.
Negotiations with the societies agreement and consultation with legal counsel continues.
Respecting finances as of Oct 6th 2019, Vice President Velling highlighted summaries of finances for departments including the percentage spent of allocations to date. A positive assessment of the financial position was given to the Board, with a note to staff efforts to achieve these results.

Directors asked for an update on opt-outs for the winter term, which Vice President Velling promised to return following the conclusion of the meeting.

**Vice President, Education (Gerrits)**

Vice President Gerrits reported that the Stakeholder Relations Officer hiring decision has been announced and transition of that staff member has begun.

Vice President Gerrits is reviewing recommendations made by the budget committee surrounding his department.

Vice President Gerrits is working on Board procedures which were assigned to him and will work with the executive committee on these. He expected the amendments should be at Board by February 2020.

The Vice President also reported that Ontario Undergraduate Student Alliance will not be changing its billing practices for next year, the Centre for Academic Policy Support co-ordinator position is posted on LEADS, he is reviewing his action plan at midterm to keep on track, and continues to work with Marketing to increase awareness of advocacy on campus.

**Vice President, Student Life (Fitzpatrick)**

Vice President Fitzpatrick was absent and did not deliver a report.

**3.2 Committee Reports**

**Executive Committee**

President Beauchemin had nothing to report for public session.

**Ad Hoc Committee on Organizational Transition**

President Beauchemin informed the Board that Director Parmar will step down from his role as chair of the committee, with Vice President Gerrits and President Beauchemin to take over.

**Ad Hoc Committee on GM Engagement**

President Beauchemin has begun connecting staff members with committee members to give background and context to issues arising from their work.
**SELECT COMMITTEE ON LONG RANGE PLANNING**

President Beauchemin reported that survey and focus group work continues. The President plans to contact University administration and OUSA/UCRU to ask their opinions, as well as the Parliamentary Assistant to the Minister of Training, Colleges and Universities.

The committee is synthesizing research to create between 9-12 memos on different topics for the committee.

Directors asked if the memos could be included in appendix of the report, and asked when the report would be finished. President Beauchemin responded that the report will have a first draft by mid February, which will be to Council and Board at such a time. Optimistically, the report will be finalized by April.

**SELECT COMMITTEE ON EXECUTIVE STRUCTURE REVIEW**

Director Town reported that the ESRC has completed survey responses and an environmental scan of other student unions. The committee is looking to work with General Manager Burdett to implement the recommendations.

**4.0 BUSINESS ARISING FROM THE MINUTES**

**4.1 REPORT ON THE CORPORATE SECRETARY ROLE**

Be it resolved that the Board accepts the report regarding the review of a Corporate Secretary, as presented.

Chairman Plante and Secretary Easton.

Chairman Plante summarized the report to the Board, and explained the difference between the confidential and public versions of the report. He noted that the report assesses the current failures of the Secretary structure, includes several environmental scans to other student groups and other University departments on campus, and contains interviews with former officers. The report recommends a full-time Corporate Secretary to be hired on a 12-18 month contract, with the idea of extending to permanent full-time.

Vice President Velling explained that the position of Secretary of the Corporation is particularly poorly done at WUSA currently, and that other student unions tend to be far more supportive of the work done by such a role. Vice President Velling explained the importance of the records management work done by the role.

Directors asked what considerations had been made for hiring a part-time role, and it was noted that this option was not viable in the long term as the organization had presently hired a part-time recording secretary, but they proved inadequate and ineffective in the role.
Directors asked for an explanation of the options for funding such a role, as well as the costs and benefits of each funding method. Vice President Velling suggested that the Corporations Act Compliance Fee is the best possible home for such a role.

Directors asked if passing the adoption of the report’s recommendation is giving consent for any of the included funding models included in the report. Vice President Velling responded that it is, and that the Budget Committee would end up approving any such fee increase. Vice President Velling further explained the goal of having a job description prepared by January 2020, with potentially hiring a candidate in time for the beginning of the Spring Term.

*Secretary’s Note:* Director Hunte left at 6:31pm.

**Motion carries** unanimously.

### 5.0 GENERAL ORDERS

#### 5.1 ELECTION TO THE PLANNING, STUDENT SPACES AND WORKS COMMITTEE

**Be it resolved that** the Board elects Director John Hunte to the new Director seat on the Planning, Student Spaces and Works Committee.

*Vice President Velling and Secretary Easton.*

**Motion carries** unanimously.

#### 5.2 EXECUTIVE PAY

*Secretary’s Note:* Director Town left the room due to her conflict of interest given her intent to run for an executive position.

Chairman Plante thanked Vice President Gerrits for preparing the memo on executive pay.

Vice President Gerrits explained that there is nothing for the Board to approve from this memo, though there is a general recommendation. Vice President Gerrits explained that the University doesn’t grade the executive position salaries, leaving the Board with lots of latitude in choosing executive pay. Typically, the salaries are adjusted for CPI, but it still leaves uncertainty in compensation for executive candidates.

Vice President Gerrits highlighted options for the Board with respect to compensation, including allowing the Board to set the salary after the election period, proactive CPI adjustments, making executive salaries trail by a year (using the previous year’s CPI), setting salary on a multi-year basis, or keeping with the the status quo.

Directors expressed support for making executive salary trail by a year, setting salaries on a multi-year basis or for doing a multi year model to allow for planning of more strategic considerations.
The President expressed support for the options of setting the salary on a multi-year basis, given that multi-year planning is likely to be a recommendation of the Long Range Plan committee. It also provides good optics that the Board is being fair in salary assessments.

Vice President Velling suggested that the President should be payed more than the VPs, even if it is marginal, though the VPs should continue at an equitable pay level. He also suggested using alumni graduating salaries as a benchmark for compensation. The President noted risk associated with pegging salary to alumni salaries, and also opposed the notion of stratified executive salaries, given the risk of inter executive conflict.

Vice President Velling explained his reasons for supporting a benchmark pay estimation based on CEE data. He also suggested that year-lagging salary increases would be good for delaying fee increases. Also suggested pegging the executive compensation to the University staff salary agreement. Chairman Plante raised concerns with CEE data being self-reported, though supported the staff agreement in principle.

Directors suggested setting executive salaries in conjunction with the LRP.

Chairman Plante explained that a decision on next year’s salaries must be made in January. Directors expressed support for deciding on next year’s salaries as a one off, and then creating a multi-year budget framework in conjunction with the LRP.

Secretary’s Note: Director Town rejoined the Board at 7:23pm.

6.0 OTHER BUSINESS

There was no other business.

Confidential Session

Be it resolved that the Board moves into confidential session at 7:23pm.

Chairman Plante and President Beauchemin.

Motion carries unanimously.

Regular Session

Be it resolved that the Board move into public session at 8:36pm.

Vice President Gerrits and Chairman Plante.

Motion carries unanimously.

11.0 ANNOUNCEMENTS

Chairman Plante reminded Directors to complete the Winter Term meeting scheduling poll that had been circulated to them by email.
12.0 ADJOURNMENT

Be it resolved that the Chair adjourn the meeting at 8:37pm. 
Chairman Plante and Secretary Easton.

Motion carries.