Federation of Students’ Board of Directors Regular Meeting Minutes

SLC 1106, UNIVERSITY OF WATERLOO
Chair: CHAIRMAN PLANTE  Secretary: SECRETARY EASTON

ATTENDANCE

The following members were present:

• President Beauchemin
• Vice President Gerrits
• General Manager Burdett*
• Director Hunte
• Director De Sousa
• Chairman Plante
• Secretary Easton
• Director Town
• Vice President Fitzpatrick
• Vice President Velling
• Director Eyre*
* Non-voting resource member
• Director Parmar

The following members were absent:

• Director Eyre*
* regrets

Regular Session

PRELIMINARIES

1.1 CALL TO ORDER

The regular meeting of the Board of Directors assembled at 6:00p in SLC 1106. 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 6:17p.
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?”

Director Hunte declared a conflict of interest with respect to item 5.1.

2.0 Approval of the Minutes
No minutes had been received.

3.1 Executive Reports
President (Beauchemin)

President Beauchemin reported on a number of items including advocacy work that he had recently completed in Ottawa alongside the VPED with UCRU and continued work on the LRP.

The President also noted that he had been in contact with the societies with respect to the new societies MoU and expects the societies to return with many comments and questions. Directors enquired about anticipated issues with respect to the societies MoU. The President responded that full-time staff falling into the org chart and termination clauses are potential issues that may arise. Vice President Velling noted that the termination provision dictates that control for society relations lies with Students’ Council upon termination of the agreement.

Finally, the President acknowledged the election of the executives for the 2020-21 governing year and stated that he is working on transitioning the new executives, and also mentioned that he is accepting nominations for the Presidents’ Leadership Awards.
Vice President, Operations & Finance (Velling)

Vice President Velling noted that a SLEF BoD meeting had recently occurred with missed attendance by Directors Parmar and Eyre. Chairman Plante and Director Town filled in at the last minute and Vice President Velling thanked them for doing so.

The Vice President also noted updates to IT processes for financial data analysis.

Directors asked about the state of the fees review to which the Vice President responded that he is meeting with the General Manager and other senior management to set the scope of the review.

(a) Reserves and Fund Accounting Budget Models

The VPOF reported that he is working on mapping out a flow chart of the organization’s high-level budgeting and finance processes, including capital levies, operating levies, societies’ operating levies and administered fund levies.

Vice President Velling further explained the societies fluctuation reserve’s structure and purpose, and expressed some optimism in future budget amounts due to efforts taken this governing year. The procedure for retained earnings by societies was further explained, noting the exception of restricted funds from this process.

The financial practices for administered fund levies and the budgeting practices for these funds was then explained to Directors. Directors enquired about the status of the administered funds with respect to the organization in the annual audit. The VPOF explained that consultation with auditors will be necessary to ensure compliance with generally accepted accounting principles.

Directors asked about the risk of over funding the reserve for fluctuations in opt-out rates, which Vice President Velling responded to by saying there could be an expectation that the fund be used on capital improvement items in the medium term if the situation arose, and that this issue could be fixed in procedure. He finished by explaining the statistical rationale behind the fluctuation funds.

(b) Confirmation of Fee Adjustment

Fee adjustments were approved by the University Board of Governors on 4 February 2020.

It was reported that the capital fund will take in approximately 1.7 million dollars above last year’s levels and there are additional sources of revenue which could allow the organization to run a surplus in the future.

The Board expressed support for combining the SLC building fee and the student buildings fee.

(c) Update on Planned Refund of UPass with Region

The Board heard that the Region of Waterloo owes the organization just shy of $300,000 due to the service disruption caused by the transit strike, which will be remitted automatically to study term students. Co-op students will need to claim their refund, and all unclaimed refunds less administrative overhead will be remitted to the Region as an act of good faith.

Directors asked if students will be refunded if they were not in the Region during the
strike, which Vice President Velling responded that they will not.

(d) Financials up to the end of Accounting Period 9 of 13
The Board heard that net income (loss) to date is $(108,755) which is in part due to SLC Operations under performing this year.
The VPOF reported to the Board that he remains concerned about the status of the student societies’ retained earnings, which are over $1.3 million, and posing a significant risk to the organization.

Vice President, Education (Gerrits)
Vice President Gerrits had no update to provide the Board.

Vice President, Student Life (Fitzpatrick)
Vice President Fitzpatrick reported that the student run service, Sustainable Campus Initiative, will be wound down and turned into a project.

3.2 Committee Reports

Executive Committee
There were no updates to provide.

Ad Hoc Committee on GM Engagement
Chairman Plante reported that a new Procedure on General Meetings has been adopted by the Committee and will be presented to the Board at its next meeting.

Select Committee on Long Range Planning
President Beauchemin reported that there was a substantial amount of writing work ahead for him and the committee. He further reported that the Committee is dealing with some membership issues, with Councillor June Xu having resigned and Director Parmar being absent for almost all meetings. Chairman Plante questioned the value of adding new members to the committee at such a late stage, but President Beauchemin stressed the shortage of membership as being detrimental to the Committee’s work.

Director Town expressed interest in serving on the committee. After hearing no further nominations, the Chair moved to a confirmation vote on the appointment.

Be it resolved that the Board appoint Director Town to replace Director Parmar on the Long Range Planning Committee.

Chairman Plante and Vice President Velling.
Motion carries unanimously
Select Committee on Executive Structure Review

Director Town reported that ESRC has completed work researching the structure and usage of AVP positions at other student associations and is now hoping to compile a list of recommendations for consideration during the current governing year. Further discussions regarding the impacts of the new ONCA were postponed to confidential session.

4.0 Business Arising from the Minutes

4.1 Fee Increase - Bundle B of VPED Revenue Request

Be it resolved that the Board of Directors approves Bundle B of the VP Education revenue request, and approves a corresponding increase to the WUSA fees, totalling $0.80 per assessment, effective Fall 2020, for approval by Council or a General Meeting, with both fee allotment and method of ratification to be determined jointly by the VP Operations and Finance and the VP Education.

Vice President Gerrits and Director Town.

Directors expressed support for the first resolution and any opportunity to employ co-op students in lieu of full-time staff within the organization.

Directors expressed concerns with the impact of increasing expenses for the organization.

Motion carries with Director Hunte and Vice President Gerrits noted in abstention

4.2 Fee Increase - Bundle C of VPED Revenue Request

Be it resolved that the Board of Directors approves Bundle C of the VP Education revenue request, and approves a corresponding increase to the WUSA fees, totalling $0.18 per assessment, effective Fall 2020, for approval by Council or a General Meeting, with both fee allotment and method of ratification to be determined jointly by the VP Operations and Finance and the VP Education.

Vice President Gerrits and Director Town.

Vice President Gerrits explained the intent to develop a CAPS like service for housing services.

Directors asked if the Municipal Affairs Commissioner currently engages in these type of activities to which Vice President Gerrits responded that they can, but it is not something commonly worked on and it would be valuable to have a dedicated staff member for this.

VPOF asked how the proposed service relates to the legal insurance plan for undergraduates to which Vice President Gerrits explained that it is unclear how the two services might interface. Directors continued with asking how such a service might interface with the Off-Campus Housing department of UW.
Given the many overlaps identified with the service, the Board reached general agreement that this was not a worthwhile proposal to move forward with.

**Motion fails**

### 4.3 Fee Increase - Bundle D of VPED Revenue Request

**Be it resolved that** the Board of Directors approves Bundle D of the VP Education revenue request, and approves a corresponding increase to the WUSA fees, totalling $0.04 per assessment, effective Fall 2020, for approval by Council or a General Meeting, with method of ratification to be determined jointly by the VP Operations and Finance and the VP Education.

_Vice President Gerrits and Director Town._

Vice President Gerrits introduced the proposal for an increased travel budget for advocacy independent of OUSA or UCRU. The Vice President explained he costed the proposal by estimating 6 round trips to Toronto per year plus 1 round trips to Ottawa per year. Directors voiced support for the proposal but asked if it might be possible to fund travel by finding savings elsewhere, to which Vice President Gerrits responded that he did not believe there were savings of this amount that could be found.

**Motion carries**

### 4.4 Fee Increase - Bundle F of VPED Revenue Request

**Be it resolved that** the Board of Directors approves Bundle F of the VP Education revenue request, and approves a corresponding increase to the WUSA fees, totalling $2.94 per assessment, effective Fall 2020, $4.68 effective Fall 2021, and $0.34 in Fall 2022 for approval by Council or a General Meeting, with both fee allotment and method of ratification to be determined jointly by the VP Operations and Finance and the VP Education.

_Vice President Gerrits and Director Town._

Vice President Gerrits requested the Board postpone this bundle until the March 3rd Special Meeting to allow for additional consultation to be done.

**Motion to Table**

**Be it resolved that** the Board table the item to the March 3rd Special Meeting.

_Vice President Gerrits and Chairman Plante._

**Motion carries**
4.5 Fee Increase - Bundle H of VPED Revenue Request

Be it resolved that the Board of Directors approves Bundle H of the VP Education revenue request, and approves a corresponding increase to the WUSA fees, totalling $0.36 per assessment, effective Fall 2020 through Spring 2021, for approval by Council or a General Meeting, with both fee allotment and method of ratification to be determined jointly by the VP Operations and Finance, Vice President Student Life and the VP Education.

Vice President Gerrits and Director Town.

Vice President Gerrits explained the proposal to include student Co-curricular Records based on member engagement in WUSA activities, thereby increasing incentive for members to participate in clubs and other activities. He further explained that Co-curriculars are typically administered by Universities, not student associations.

Director Town noted the incoming VPSL’s intent to increase recognition for engagement by students in the organization.

Vice President Gerrits requested the Board postpone the motion for the 3 March Special Meeting to set the GM agenda.

Motion to Table

Be it resolved that the Board table the item to the March 3rd Special Meeting.

Vice President Gerrits and Chairman Plante.

Motion carries

4.6 Fee Increase - Bundle I of VPED Revenue Request

Be it resolved that the Board of Directors approves Bundle I of the VP Education revenue request, and approves a corresponding increase to the WUSA fees, totalling $0.03 per assessment, effective Fall 2020, for approval by Council or a General Meeting, with both fee allotment and method of ratification to be determined jointly by the VP Operations and Finance and the VP Education.

Vice President Gerrits and Director Town.

Vice President Gerrits explained this proposed fee for advocacy gear for commissioners to better represent the WUSA advocacy brand. Specifically the proposal would be paying for 9 people to have advocacy gear, plus 10 more priced at 50% cost.

Motion carries
4.7 Fee Increase - Bundle M of VPED Revenue Request

Be it resolved that the Board of Directors approves Bundle M of the VP Education revenue request, and approves a corresponding increase to the WUSA fees, totalling $0.11 per assessment, effective Fall 2020, for approval by Council or a General Meeting, with both fee allotment and method of ratification to be determined jointly by the VP Operations and Finance and the VP Education.

Vice President Gerrits explained the motion is to increase the budget of the SRO to account for travel, office expenses, access to publications, and support time for UCRU, should the VPED be the Chair of UCRU.

Directors raised concerns about paying for newspaper access when the library has access to many major newspapers for free, as well as budgeting for staff time dedicated to UCRU when the VPED will not be the Chair most years. Vice President Gerrits concurred with the concerns brought up by Directors that these were unnecessary expenses and the Board moved to strike those components from the proposal.

Be it resolved that the Board amend the proposal to read $0.03 to reflect the removal of publication access and UCRU staff travel expenses.

Adopted by friendly amendment

With no further discussion, the Board moved to a vote on the main motion, as amended.

Motion carries

5.0 General Orders

5.1 Election to Director Candidate Screening Panel

Be it resolved that the Board elects Chairman Plante and _______ to fill the Director seats on the Director Candidate Screening Panel.

Chairman Plante and Vice President Gerrits.

Secretary’s Note: Conflicts of interest were declared by Director Hunte, Vice President Gerrits and Secretary Easton as potential candidates for election as Directors and by Director Town as an incoming Executive. All four Directors who declared conflicts left the Boardroom for this item, and Vice President Velling took over Secretarial duties.

Chairman Plante nominated Director De Sousa for the additional seat, and President Beauchemin self nominated.

Discussion emerged on the role of executive directors on the panel, there was a consensus that this should only occur if there is not an interested director or another candidate. Director De Sousa requested the presence of the President as a non-voting member on the panel.
There was discussion on the validity of Council’s decision to have Abbie Simpson serve on the panel as an at-large member when the Procedure stipulates that incoming executive are not to serve on the panel. The Board issued the recommendation to the Committee that the President-elect (Abbie Simpson) resign from the committee and the current President (Michael Beauchemin) replace her; further the Board directs the Chair of the Board to prepare amendments to the procedure to prohibit incoming executives serving, but include the incoming president if not an incoming executive (or Director). President Beauchemin declared a conflict on the discussion and resigned from consideration of the recommendation.

After further discussion, President Beauchemin withdrew his nomination and the Chair brought the item to a vote.

**Be it resolved that** the Board appoints Chairman Plante and Director De Sousa to fill the Director seats on the Director Candidate Screening Panel.

*Chairman Plante and Vice President Velling.*

**Motion carries** with President Beauchemin and Director De Sousa noted in abstention

*Secretary’s Note:* All Directors returned to the Boardroom at this time, and Secretary Easton resumed secretarial duties.

6.0 **OTHER BUSINESS**

No other business was raised by Directors.

**Confidential Session**

**Be it resolved that** the Board moves into confidential session at 8:22p.

*Chairman Plante and President Beauchemin.*

**Motion carries** unanimously

**Regular Session**

**Be it resolved that** the Board move into public session at 10:31p.

*Chairman Plante and Vice President Velling.*

**Motion carries**
11.0 ANNOUNCEMENTS

Chairman Plante brought up an announcement that the General Meeting is coming up on March 24th and that he will need to schedule a Special Board meeting to approve the agenda - tentatively he is looking at Tuesday March 3, 2020.

12.0 ADJOURNMENT

Be it resolved that the Chair adjourn the meeting at 10:34p.
Chairman Plante and Vice President Fitzpatrick.

Motion carries