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

* left early | †Non-voting resource member

The following members were absent:

- Vice President Fitzpatrick

* regrets

Regular Session

1.0 PRELIMINARIES

1.1 CALL TO ORDER

A quorum being present, the Chairman Plante called the meeting to order at 6:07pm.

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?”

Vice President Gerrits declared a conflict of interest with respect to the Vice President, Education Revenue Proposals.

President Beauchemin and Director Town declared conflicts of interest with respect to Executive Compensation.

1.5 Remarks from the Chair

There were no remarks from the Chair.

2.0 Approval of the Minutes

2.1 July 9, 2019 Minutes

*Be it resolved that* the Board approve the public minutes of the 9 July 2019 Regular Meeting.

*Chairman Plante and Vice President Velling.*

Vice President Gerrits noted that he was unable to read the minutes.

*Motion carries* with Vice President Gerrits and President Beauchemin noted in abstention.

2.2 August 13, 2019 Minutes

*Be it resolved that* the Board approve the public minutes of the 13 August 2019 Regular Meeting.

*Vice President Velling and Chairman Plante.*

*Motion carries* with President Beauchemin and Vice President Gerrits noted in abstention.
3.0 Reports

3.1 Executive Reports

President (Beauchemin)

President Beauchemin reported that he is working on elections and long-range planning. It was noted that elections are on a tighter time frame this year than usual.

President Beauchemin will be with Vice President Gerrits and the Undergraduates of Canadian Research Intensive Universities for Federal lobbying in Ottawa during the month of February. President Beauchemin and Vice President Velling noted changed executive responsibilities given the President’s planned absence for election week, with the Vice President filling in for election related issues if needed.

President Beauchemin is also focusing on planning organizational transition for whomever succeeds the executives.

Vice President, Operations & Finance (Velling)

Vice President Velling met with the SLC-PAC Management Committee to determine what to do with the former Campus Bubble/Wasabi space.

Vice President Velling also met with the University Vice President, Administration and Finance regarding the SLC Parking Lot and methods to ensure financial stability for WUSA despite potential fluctuations in inflows due to the Student Choice Initiative.

Vice President Velling plans to prioritize the SLC Operations Agreement, is working to roll out new business technology for MathSoc, writing new job descriptions with the Personnel Committee for the new organizational plan, and is working with the Health Plan Oversight Committee to determine appropriate service levels for students.

The Vice President, Operations and Finance has taken on the duties of the Secretary of the Corporation for the election period.

Regarding the Bomber business plan, Vice President Velling has faced operational challenges and time constraints due to other priorities such as the WUSA elections.

Secretary's Note: Director Eyre entered at 6:25pm.

Vice President, Education (Gerrits)

Vice President Gerrits reported that the new Stakeholder Relations Officer is being trained, and that the Director of Marketing and Communications is helping with the transition.

The process for review of membership in external political organizations will be changed from every two years to every five years due to resource constraints.

Vice President Gerrits also reported that he worked to prepare the items found later on in the agenda at the request of the Budget and Appropriations Committee.
Vice President Gerrits also noted that he has joined the Liberal Party of Ontario and updated his Conflict of Interest declaration. He intends to inform Students’ Council of this fact.

VICE PRESIDENT, STUDENT LIFE (FITZPATRICK)

Vice President Fitzpatrick was absent but had passed along an update to Chairman Plante ahead of time that she is moving the Off Campus Community from the supervision of the Services Manager to the Orientation Administrative Coordinator and working on transitioning the Sustainable Campus Initiative from a service to a project.

3.2 COMMITTEE REPORTS

EXECUTIVE COMMITTEE

President Beauchemin stated he will send a substantive update to Directors on the business of the committee via email.

Ad Hoc Committee on Organizational Transition

President Beauchemin reported that the Committee had not been meeting and since decisions had to be made regarding the upcoming transition relatively soon, the Executive Committee was recommending transferring its duties to them.

Be it resolved that the Ad Hoc Committee on Organizational Transition be dissolved and its duties be transferred to the Executive Committee.

President Beauchemin and Vice President Velling.

Motion carries unanimously.

Ad Hoc Committee on GM Engagement

The committee met in January to discuss long term planning for its business.

Select Committee on Long Range Planning

President Beauchemin reported that the committee has not met this calendar year. The committee has approximately 1700 survey responses to read through with the survey closing on the 19th of January.

Select Committee on Executive Structure Review

Director Town reported that she will compile the feedback received to date by the committee, and she hopes to send information along to General Manager Burdett soon.
4.0 BUSINESS ARISING FROM THE MINUTES

4.1 EXECUTIVE SALARY ADJUSTMENTS FOR 2020-2021

Be it resolved that  the Board accepts the memo from the Chair entitled 2020-21 Executive Salary Adjustment;

Be it further resolved that  the Board approves an increase of _______ to the Executive Salaries, effective May 1, 2020

Vice President Velling and Vice President Gerrits.

Secretary’s Note: President Beauchemin and Director Town exited at 6:43pm due to conflicts of interest.

Director Eyre raised the perception of a conflict of interest due to his role as a campaign manager for executive candidates. The Chair determined that there was not a conflict since Director Eyre will not be compensated for this role and therefore would not financially benefit in any way from the outcome of the motion.

Chairman Plante explained different methodologies for adjusting executive salaries for inflation, including CPI for different geographic areas. He recommended explicitly determining which index should be used and modifying procedure to state as such so that this ambiguity is eliminated in the future.

Chairman Plante and Vice President Velling explained discrepancies in the gross executive salary amounts ($50,942.16 actual) due to errors in CPI calculation in the budgeting process. Vice President Velling committed to informing the budget committee of these details and rectifying it.

Vice President Velling noted that spouses may be added to the university health plan, which would increase benefit amounts included in the gross executive salary to $6,622.48.

Directors debated the merits of each particular index.

Vice President Gerrits noted that WUSA’s fees are increased according to the Canadian CPI and suggested writing in procedure the period for the CPI index as determined, for example November-November, and taking the current actual executive salary and adjusting by 2.2%.

Directors spoke in general agreement with using the Canadian CPI going forward, but some voiced dissenting opinions on increasing executive salaries at all given that, on paper, there was already a large increase occurring because of misreporting on the budget. Many Directors felt that giving an additional increase on top of that would be too much.

An amendment was moved to input a 2.2% increase into the motion, and additionally to adjust fees to pay for the increase.

Amendment to Main Motion:
Be it further resolved that the Board approves an increase of 2.2% to the Executive Salaries, effective May 1, 2020;

Be it further resolved that the Board approve and recommend for ratification at the General Meeting an increase of 11 cents to pay for the above increase.

Vice President Velling and Vice President Gerrits.

Motion carries with Director Eyre, Director De Sousa and Chairman Plante noted in opposition. The vote count was requested to be noted in the minutes, and the result of the amendment was 5 in favour and 4 opposed.

Voting on Main Motion, as Amended:

Motion carries

Secretary’s Note: Board recessed at 7:25pm and reconvened at 7:35pm. Director Parmar did not return after the recess.

4.2 Job Description for Secretary of the Corporation

Be it resolved that the Board approves the draft job description for the Corporate Secretary, as recommended by the Personnel Committee.

Vice President Gerrits and Chairman Plante.

Motion carries unanimously.

5.0 Fee Adjustments

Committee of the Whole:

Be it resolved that the Board enter committee of the whole to discuss proposed fee increases at 7:36pm.
Director Eyre and Director Hunte.

Motion carries

Be it resolved that the Board exit Committee of the Whole at 8:03pm taking with it the following summary: “the Board discussed the merits and detriments of a fee increase.”

Director Hunte and Vice President Gerrits.

Motion carries
5.1 Fee Adjustments for Mandatory Spending Caused by Organizational Restructure and Regrading

Be it resolved that the Board approves the increment to the Federation of Students’ Fee, to be apportioned by the Office of the VP Operations & Finance amongst the WUSA Operating Levies, by $7.08 plus a 30% adjustment on applicable fee to account for opt-outs for mandatory spending to support the organizational restructure and associated regrading.

Vice President Velling and Vice President Gerrits.

Vice President Velling presented to the Board a summary of the fee adjustments, noting the impacts of opt-out rates on the proposed fee increases. Vice President Velling continued with a line breakdown of the fee increases, and explained the contractual obligation of the Corporation to pay staff under the new organizational chart, including backdated compensation. Vice President Velling spoke to changes in compensation to the societies’ staff, and advised the Board on risk relating to the societies’ ability to pay their own staff. Vice President Velling believes that a three year reserve of staff compensation is reasonable to minimize exposure to risk should societies become unable to pay their staff. The obligations of the Association to the University with respect to Society HR matters was noted.

Directors asked if the societies thought it probable that they would become unable to pay their own staff. President Beauchemin responded by explaining that a large amount of society fees are used to pay fixed costs, such as salaries. Vice President Velling also explained the fiduciary risk to the organization if the societies are unable to pay these salaries.

Confidential Session

Be it resolved that Board enter confidential session at 8:19p.

Vice President Gerrits and Director Town.

Motion carries

Public Session

Be it resolved that Board enter public session at 8:23pm.

Director Town and Vice President Gerrits.
Motion carries

The Board reached agreement on moving forward with Option A from the memo of options that had been presented.

Be it resolved that the Board select Option A from the "Response to Inquiries for 16 January 2020 Board Meeting Memorandum".

Director Eyre and Vice President Gerrits.

Motion carries with Vice President Velling abstaining.

Voting on Main Motion, as Amended:

Motion carries unanimously

5.2 Fee Adjustments for Mandatory Spending Obligated By UW Staff Compensation Agreement

Be it resolved that the Board approves the increment to the Federation of Students’ Fee, to be apportioned by the Office of the VP Operations & Finance amongst the WUSA Operating Levies, by $2.72 to account for contractually obligated increases to staff remuneration under the UW Staff Compensation Agreement approved by the Board of Governors of the University of Waterloo.

Vice President Velling and Chairman Plante.

Vice President Velling explained to the Board the process by which staff salaries are increased, as well as the run of the merit program under the University’s HR system.

Vice President Gerrits noted that these fees are not included in the annual adjustment of fees by CPI at the General Meeting.

Vice President Velling highlighted that the 2.15% increase is an average across UW staff according to the agreement, and noted that a 30% buffer would bring the total fee increase to $2.95.

Be it resolved that the motion be amended such that the amount be $2.95.

Vice President Velling and Vice President Gerrits.

Motion carries unanimously

Motion carries unanimously.
5.3 Vice President, Education Revenue Report

Vice President Gerrits presented on his proposals and suggested how the following motions should be considered and covered his proposals more generally as highlighted in the Decision Architecture.

Discussion included research capacity of the Education portfolio staff, appropriate compensation, 30% adjustment for anticipated opt-out, potentially funding a UCRU Executive Director.

Directors raised concerns for reputational risk to WUSA associated with a large number of fee increases.

Vice President Velling asked about the compensation of a potential UCRU executive director, and if they would be considered an employee of WUSA on contract to UCRU. Vice President Velling noted that some of the proposed fees mentioned would not come into effect until action by other student unions, and continued by raising the potential HR problems with hiring a staff member working off of UW’s campus, as well as potential legal risk of being a co-employer.

President Beauchemin spoke in favour of increased research capacity outside of the Education portfolio, to which Vice President Velling concurred.

Directors noted the value for student money that could come from these fee increases.

Chairman Plante questioned the Board’s ability to gauge student interest in the proposals. Vice President Gerrits pointed to the direction he received from the Budget Committee to increase spending in his portfolio. Vice President Velling noted the desire from Council to increase research output and increased output in advocacy from the organization.

Vice President Gerrits noted that if proposals are not approved now, they may be approved later.

Vice President Gerrits explained why research incentivization is prioritized over part time research.

5.4 Vice President, Education Revenue Proposal - Bundle A

Be it resolved that the Board of Directors approves Bundle A of the VP Education revenue request, and approves a corresponding increase to the WUSA Government and University advocacy fees, totalling up to $0.58 per assessment, effective Spring 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.

Director Eyre and Director Town.

Secretary’s Note: Vice President Gerrits left the room due to potential conflict of interest.

Vice President Velling spoke in support of the stratification of pay for commissioners in order to attract high quality candidates.

Director Town supported increasing Commissioner pay to enable them to take lower course loads while in their position.
Motion carries with Chairman Plante noted in favour.

Secretary’s Note: Vice President Gerrits re-entered the room at this time.

5.5 Vice President, Education Revenue Proposal - Bundle F

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 Government and University advocacy fees, totalling $5.01 per assessment, effective Spring 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.

Director Town and Vice President Velling.

Directors asked about how this bundle will affect the Research and Policy Officer role. Vice President Gerrits responded that it will not affect any current staff.

Vice President Velling suggests expedited approval so that staffing levels can increase in the Spring term despite cash constraints that occur during that part of the year.

Directors raised concern over large increases in staffing levels in the Education portfolio. Vice President Gerrits explained how an increased staff load would look.

Vice President Velling noted that the real dollar value will be $3.13 given the Board having approved a Secretary job description.

Directors raised concerns with increasing cash liabilities on the corporation given its current financial position.

Directors discussed benefits and costs of bundling research and stakeholder relations.

Be it resolved that the Board table this item.

Director Town and Chairman Plante.

Motion carries with Vice President Velling notably opposing and Chairman Plante notably in favour.

5.5 Vice President, Education Revenue Proposal - Equity Commissioner

Be it resolved that the Board of Directors approves an increase to Equity Commissioner Pay, and a corresponding increase to the WUSA fee, totalling $0.07 per assessment, effective Spring 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 Student Life.

Director Town and Vice President Gerrits.

Vice President Velling relayed from Vice President Fitzpatrick her support for the item.
Motion carries

5.6 Vice President, Education Revenue Proposal - Bundle E

Be it resolved that the Board of Directors approves Bundle E of the VP Education revenue request and approves a corresponding increase to the WUSA Government advocacy fee, totalling $0.28 per assessment for nine terms 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.

Be it further resolved that the VP Operations and Finance shall not collect the fee until an equal amount has been approved for spending, either by one or collectively by multiple other UCRU schools.

President Beauchemin and Vice President Gerrits.

President Beauchemin noted the opportunity for WUSA to be a leader nationally by increasing the efficacy of UCRU.

Directors asked if the fee could be approved in principle, contingent on another school putting up the other half, to which Vice President Gerrits responded positively.

Vice President Velling and Chairman Plante reiterated concerns with liability and risk associated with being a joint employer of an employee who is off site.

Motion carries with Chairman Plante noted in opposition and Vice President Velling noted in abstention.

5.7 Vice President, Education Revenue Proposal - Bundle G

Be it resolved that the Board of Directors approves Bundle G of the VP Education revenue request and approves a corresponding increase to the WUSA University and Government advocacy fees, totalling $1.57 per assessment, effective Spring 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.

Director Town and Vice President Gerrits.

Vice President Gerrits asked Directors whether they would consider approving this on a non-expedited basis should it not be passed now.

Directors asked why there were inconsistencies in estimates provided. President Beauchemin expressed apprehension with approving such a fee on an expedited basis. Vice President Velling raised procedural concerns surrounding Students’ Council’s ability to approve such a fee increase.

Motion fails with Vice President Velling notably abstaining.
5.8 Vice President, Education Revenue Proposal - Bundle L

Be it resolved that the Board of Directors approves Bundle L of the VP Education revenue request and approves a corresponding increase to the WUSA Government advocacy fee, totalling $0.09 per assessment, effective Spring 2020, for approval by Councilor 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 spoke in favour of a relatively small fee which could provide large benefit to students both on our campus and across Canada.

Vice President Velling raised concerns with the President’s involvement in advocacy in place of the Vice President, Education’s commissioners and the Vice President, Education himself.

Motion carries with Chairman Plante noted in opposition and Vice President Velling noted in abstention.

Secretary’s Note: General Manager Burdett left at 9:59pm.

6.0 General Orders

6.1 Amendments to Procedure 21

Be it resolved that the Board adopts the amended Procedure 21, Professional Development as presented.

Vice President Gerrits and Vice President Velling.

Vice President Gerrits noted that the only change to be made is that approval now rests with the General Manager, but Executives have some oversight in determining what staff members are selected for such professional development opportunities.

President Beauchemin noted clerical errors for correction.

Motion carries unanimously.

6.2 Amendments to Procedure 25

Be it resolved that the Board adopts the amended Procedure 25, Ginny Lee Memorial Emergency Loan Fund as presented.

Vice President Gerrits and Chairman Plante.
Vice President Gerrits explained that the fund is currently not advertised, and loan forgiveness often occurs. Therefore, changes include considering the loan as a bursary in appellate circumstances.

Vice President Velling suggested creating a proper bursary so that loan forgiveness need not be considered.

**Motion carries** unanimously.

### 6.3 Amendments to Procedure 10

**Be it resolved that** the Board adopts the amended Section 4 of Procedure 10, Savings and Investments as presented.

_Vice President Velling and Chairman Plante._

Vice President Velling explained that there’s no clear place as to where restricted funds generating unrestricted interest should go. This amendment creates such a place.

**Motion carries** unanimously.

### 6.4 Corporate Policy Opinion

**Be it resolved that** Board approves of changes to Corporate Policy 20, External Political Organization Membership.

_Vice President Gerrits and Director De Sousa._

Vice President Gerrits requires an amendment, as he erroneously worked on an outdated version of the document when drafting the amendments presented here so stated that he would withdraw the motion.

Vice President Gerrits explained the reason to move to a longer review cycle on membership in external political organizations.

Directors voiced support for Council’s ability to revoke WUSA’s membership in external political organizations at any time, which Vice President Gerrits stated is currently true, and will remain true.

Withdrawn from consideration by the movers

### 7.0 Other Business

There was no other business.

**Confidential Session**

**Be it resolved that** the Board moves into confidential session at 10:24pm.

_Chairman Plante and Director Town._
Regular Session

Be it resolved that the Board move into public session at 11:43pm. 
Secretary Easton and Chairman Plante.

Motion carries

12.0 Adjournment

Be it resolved that the Chair adjourn the meeting at 11:44pm. 
Secretary Easton and Chairman Plante.

Motion carries