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 Fitzpatrick*

* Late  †Non-voting resource member

The following members were absent:

- None

* regrets

Also present:

- Cheryl Pflug, WUSA Financial Officer
- Abigail Simpson, WUSA President Elect
- Ellen McGee, EngSoc President B
- Delainey Lidstrom-Humphries, EngSoc President A
- Vice President Gerrits
- Director Hunte
- Chairman Plante
- Director Town
- Vice President Velling

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 6:13p.

1.2 APPROVAL OF THE AGENDA

Chairman Plante made one change to the agenda and moved item 5.6 up to be considered immediately after the Preliminaries as a courtesy to the guests who were in the Boardroom to discuss that item.

The Chair assumed the agenda, as amended.

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 have an actual, perceived, or potential conflict of interest?”

No conflicts of interest were declared by Directors.

1.5 REMARKS OF THE CHAIR

Chairman Plante informed the Board that Director Parmar submitted a letter of resignation from the Board effective 7 March 2020 and that he had accepted it on behalf of the Board.

As an item arising out of the Chair’s remarks, the Board wished to consider item 5.9 immediately as the item dealt with the vacancy on the Board.

Be it resolved that item 5.9 on the agenda be considered immediately as business arising from the Chair’s remarks.

Vice President Velling and Chairman Plante.

Motion carries
5.9 **APPOINTMENT TO BOARD VACANCY**

**Be it resolved that** Abigail Simpson be appointed as a Director of the Board to fill the current vacancy.

_Director Eyre and Director Town._

Chairman Plante welcomed Abigail Simpson to deliver any remarks that she wished to make regarding her potential appointment, and then asked that she leave the room for the Board to consider the item. The Director candidate had no remarks to make, and immediately left the room.

Director Eyre spoke to President-elect Simpson’s qualifications to serve on the Board, as well as the benefits of continuity given that she will be the President next year.

Some Directors stated their opposition to Simpson’s appointment given that it was so late in the governing year, and despite her excellent qualifications, noted that any candidate would be missing the context of over 10 months of work that the Board had already engaged in during the year. Directors noted that if she were to be appointed, they expected the Chair to speak to her about setting expectation’s for abstaining from items for which she lacked the previous context about to make an informed decision.

With no further discussion, Chairman Plante distributed ballots for Directors to vote on the appointment by secret ballot.

**Motion carries** By a ballot vote of 4 in favour, 3 opposed and 2 abstaining, Abigail Simpson was declared appointment to the Board.

**Motion to Destroy the Ballots:**

**Be it resolved that** the Chair destroy the ballots.

_Secretary Easton and Chairman Plante._

**Motion carries** unanimously

_Secretary’s Note:_ Newly elected Director Simpson returned to the Boardroom at this time and was welcomed to the Board by the Chair. The Chair verified that she had submitted the required conflict of interest and non-disclosure forms as required by the Board.

5.0 **GENERAL ORDERS**

5.6 **SOCIETY AUDITS**

**Be it resolved that** the Board approves deep dive audits for the _______ and _______ Student Societies for fiscal year 2019-2020.

_Chairman Plante and Vice President Velling._

Chairman Plante recognized the Engineering Society Presidents, Ellen McGee and De- laine Lidstrom-Humphries, to make remarks to the Board. The EngSoc Presidents
presented to the Board a case against selecting EngSoc for an in-depth Society Audit, namely that they felt that their Society had been targeted for audits disproportionately compared to other Societies. They continued that selecting EngSoc may damage the relationship existing between WUSA and EngSoc, and there are diminishing returns to continually auditing the Society every year.

Vice President Velling noted that the deep dive audit was needed against claims regarding the correction of back-dating cheques arising from the audit by explaining that the issue eventually became an issue for the Federation’s audit insofar as WUSA was not properly overseeing the Societies. Vice President Velling explained to the Board that all Societies are audited annually as part of the audit of the Federation, and there is a regular rotation for the in-depth audit. He continued that the only reason EngSoc is in-depth audited every year is because they do not have their accounting done by WUSA. It was further explained that there is a legal duty of Directors, auditors and WUSA’s accountants to verify the accounts of the books which they sign off on, and without WUSA doing EngSoc’s accounting, there is no way for that to happen without an in-depth audit.

Directors asked the EngSoc Presidents what material concerns they had with an in-depth audit, above what would occur with the regular audit. The Presidents responded that the EngSoc Business Manager’s time is what is most largely affected by the in-depth audit.

Directors asked how much time is required for the in-depth audit compared to a traditional audit and whether it would be better for EngSoc if every Society was audited in-depth every year. WUSA Financial Officer Cheryl Pflug replied that the in-depth audit adds a single day of time in the office from the auditors, and costs $10,000 per Society. Vice President Velling added that the audit is paid for by the Federation irrespective of who is being audited in-depth.

Vice President Velling further explained that EngSoc chooses to maintain its own books and the consequence of that is the reality that an in-depth audit must occur each year.

Directors asked if the Presidents have considered allowing WUSA to conduct accounting for EngSoc, to which they responded that the wish of their Management Board is to keep their accounting in-house.

Cheryl further explained the difference between the regular and in-depth audits and explained the deficiencies of the EngSoc’s accounting practices and how they impact EngSoc and WUSA’s books. She continued by stating her hopes for co-operation between WUSA and EngSoc.

Directors asked if any other Societies keep their own books, to which Vice President Velling responded that they do not and that all other Societies have their books done by the WUSA Societies Accountant.

Directors asked if there was any appetite to act on the suggestions from previous governing years, including regular meetings between WUSA’s accountants and the EngSoc Business Manager.

Vice President Velling suggested writing a letter of intent to outline the EngSoc-WUSA relationship to survive any current Executives and Directors from both organizations to
Presidents Lindstrom-Humphries and McGee expressed pleasure with the direction of the discussion and Chairman Plante thanked the Presidents for their time and for coming to discuss the Society’s concerns.

Secretary’s Note: Presidents Lindstrom-Humphries and McGee exited the Board room at this time.

Following the EngSoc President’s exiting the Boardroom, Chairman Plante asked what the recommendation was for the motion to which Vice President Velling replied that it was the Engineering Society and the Mathematics Society. It was noted that there were no specific issues with MathSoc’s books, so this in-depth audit was not necessarily required, but they were next on the rotation.

**Be it resolved that** the Board approves deep dive audits for the Engineering and Mathematics Student Societies for fiscal year 2019-2020.

*Chairman Plante and President Beauchemin.*

Motion carries unanimously

Secretary’s Note: Director Hunte left at 7:00pm.

### 2.0 Approval of the Minutes

#### 2.1 September 9, 2019

**Be it resolved that** the Board approves the public minutes of the September 9, 2019 Regular Meeting as presented.

*Secretary Easton and Chairman Plante.*

Director Town noted clerical and formatting issues which Chairman Plante said he would correct before posting the approved copies.

Motion carries

#### 2.2 November 4, 2019

**Be it resolved that** the Board approves the public minutes of the November 4, 2019 Special Meeting as presented.

*Chairman Plante and Secretary Easton.*

Motion carries
2.3 January 8, 2020

Be it resolved that the Board approves the public minutes of the January 8, 2020 Emergency Meeting as presented.

Chairman Plante and Secretary Easton.

Motion carries

2.4 January 21, 2020

Be it resolved that the Board approves the public minutes of the January 21, 2020 Special Meeting as presented.

Chairman Plante and Secretary Easton.

Motion carries

Secretary’s Note: Vice President Fitzpatrick joined the meeting and Director Simpson left at 7:29pm.

3.1 Executive Reports

President (Beauchemin)

President Beauchemin explained ongoing work for the new Societies Agreement, including objections recently raised by EngSoc with respect to the agreement. He also explained that administrative burdens have been affecting his day-to-day work.

Vice President, Operations & Finance (Velling)

Vice President Velling reported that he met with SciSoc to discuss changes to their governing structure and is also working on Bylaw amendments and the Director Screening Panel.

Vice President, Education (Gerrits)

Vice President Gerrits reported that he has one outstanding Board procedure which he will return at the April regular meeting.

Vice President, Student Life (Fitzpatrick)

Vice President Fitzpatrick reported that SCI has officially been wound down by Students’ Council, and that she is starting a new role outside of the organization as a youth sexual health coordinator with ACCKWA.
3.2 Committee Reports

Executive Committee

There were no updates to provide for public session.

Ad Hoc Committee on GM Engagement

There was no update to provide.

Select Committee on Long Range Planning

There was no update to provide.

Select Committee on Executive Structure Review

Director Town reported she is waiting for work to be completed from committee members with the goal of compiling a report with recommendations for the next governing year.

4.0 Business Arising from the Minutes

There was no business arising from the minutes.

5.0 General Orders

5.1 Invitation to Incoming Directors

Be it resolved that in accordance with Board Procedure 2, Section 2, Clause 5, the Board directs the Chair to invite all incoming Board members to attend the April Regular meeting for both the public and confidential sessions, provided the appropriate confidentiality and non-disclosure agreements have been signed.

Chairman Plante and President Beauchemin.

Chairman Plante explained the importance of including incoming Directors at the April Board meeting as part of their transition process.

Motion carries unanimously

5.2 Long Range Plan

President Beauchemin updated the Board on the takeaways from student consultations on the Long Range Plan, including the development of a discussion paper to inform debate at the LRP Committee. From this, the committee developed topic areas from
which focus areas for the Plan with the goal being to choose 3-5 focus areas with about 3-5 strategic objectives per focus area.

President Beauchemin explained the difference between the Long Range Plan vs Long Range Plan Report. He explained that the Report will include items like background context and procedural notes about the committee’s work, as well as a glossary. He continued that this document may take as much as a year to complete, and is secondary to the Plan itself.

Finally, the Board heard that over the next 5 weeks, the Committee will be consulting with Board and Council to inform the final development of the plan.

President Beauchemin asked Directors and Executives to remain engaged with the group’s work and also noted his intent to modify the LRP Committee to being a strategic long-term focused group existing in perpetuity.

5.3 ADOPTION OF THE FIRST YEAR ORIENTATION BUDGET

For information: Adoption of the First Year Orientation Budget by the Vice President, Operations and Finance, following a recommendation for approval by the Budget and Appropriations Committee.

Vice President Velling explained that Orientation is set to run a loss this year due to adjustments to the allocation of staff salaries made in accordance with Budget Committee directives. He further explained that if Orientation fails to gain meaningful sponsorship, the budget will need to be adjusted.

Secretary’s Note: President Beauchemin left at 7:44pm.

Vice President Velling continued that the consultation period was especially useful, and comments will be saved for next year’s Budget Committee’s reference.

It was also reported that at the direction of Students’ Council, the VPSL and VPOF are looking at paying orientation staff part time hourly wages for the orientation period.

Secretary’s Note: Director Eyre left at 7:53pm.

5.4 CPI ADJUSTMENT OF THE WUSA Fee(s)

Be it resolved that the Board approve the indexation of the Federation of Students’ Fee for inflation by 2.2%, as determined by Statistics Canada in accordance with Article 4 of the bylaws, totaling $0.94;

Be it further resolved that the Board approves the adjustment of the foregoing increment for fee opt-outs by an additional $0.13, reflective of a 30% opt-out across those optional components of the Federation of Students’ Fee.

Vice President Velling and Chairman Plante.

Vice President Velling explained the rationale behind adjusting fees for CPI. He noted that this adjustment is for non-salary costs, as the Board already adjusted for them, so therefore no double counting occurred.
5.5 **CPI Adjustment of First Year Orientation Fee**

Be it resolved that the Board approve the indexation of the First Year Orientation Administered Fund Fee for inflation by 2.2%, as determined by Statistics Canada in accordance with procedure, totaling $2.44

_Vice President Velling and Chairman Plante._

Vice President Velling commented similarly to the last motion on the rationale for CPI adjustments.

_Secretary’s Note:_ Director De Sousa left and President Beauchemin returned at 7:57pm.

Motion carries unanimously

5.7 **Societies Agreement Update**

_For Discussion:_ An update on the Societies Agreement (Memorandum of Understanding) negotiations and timelines.

President Beauchemin highlighted the “Plain English” Societies MoU, including the removal of redundant, repetitive language.

President Beauchemin explained that the Societies are generally supportive of the Agreement, and that the new version includes much greater protections for both WUSA and the Societies.

Vice President Velling noted that the new agreement delegates certain Board powers for entering into contracts to the Societies.

_Secretary’s Note:_ Director Simpson and Director De Sousa returned at 8:04pm.

5.8 **Amendments to Procedure 19**

Be it resolved that the Board adopts amendments to Procedure 19, _Engagement, Termination and Evaluation of Full-Term Personnel_ as presented, with an effective date of March 16, 2020;

Be it further resolved that the Personnel Committee be permitted to make clerical amendments to the Procedure until the above effective date pending staff feedback.

_Vice President Velling and Director Town._

Vice President Velling explained updates to the Procedure to the Board and the rationale for them.

Vice President Velling highlighted past concerns with respect to the powers of the Executive to modify the job description of the General Manager and developed changes to the
Procedure to ensure there are rules in place surrounding this. He noted that he consulted General Manager Burdett on the changes, and that the new Procedure requires greater consultation with the Board when modifying the GM role.

Directors asked how often job descriptions are updated, to which General Manager Burdett replied by saying it is a frequent occurrence, though for varying reasons.

The Board heard that the new procedure merges Discipline and Termination sections; Evaluation and Regulation of Bonuses has been entirely re-worked to outline summary reports on the Personnel committees decision with respect to evaluation and bonuses; and a new section on organizational structure outlines the process by which the HR structure of the organization is established.

**Motion carries unanimously**

### 6.0 OTHER BUSINESS

No other business was raised by Directors.

#### Confidential Session

**Be it resolved that** the Board moves into confidential session at 8:32p.

*Chairman Plante and President Beauchemin.*

**Motion carries unanimously**

#### Regular Session

**Be it resolved that** the Board move into public session at 10:56p.

*Chairman Plante and Vice President Velling.*

**Motion carries**

### 11.0 ANNOUNCEMENTS

Announcements were made regarding the Volunteer Appreciation event upcoming, and a potential special Board meeting for the Long Range Plan.

### 12.0 ADJOURNMENT

Having concluded all business on the agenda with no immediate business arising, the Chair declared the meeting adjourned at 10:57pm.