Federation of Students’ Board of Directors Special Meeting Minutes

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

ATTENDANCE

The following members were present:

- President Beauchemin
- Director De Sousa
- Secretary Easton
- Director Eyre*
- Vice President Fitzpatrick

* remote |

The following members were absent:

- General Manager Burdett*†
- Director Hunte*
- Vice President Velling

* regrets | †Non voting resource member

Regular Session

1.0 PRELIMINARIES

1.1 CALL TO ORDER

The special meeting of the Board of Directors assembled at 7:00p 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 7:00p.
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, Vice President Gerrits, Secretary Easton and Director Eyre declared conflicts of interest with respect to item 3.3, specifically as it relates to Director compensation because they intend to run for election as Directors for the following governing year.

1.5 Remarks of the Chair

Chairman Plante discussed the logistics of the special meeting and setting the agenda for the General Meeting.

2.0 Business Arising from the Minutes

2.1 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, and $4.68 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 Vice President Operations and Finance and the Vice President Education.

Vice President Gerrits and Director Town.

Vice President Gerrits explained that the bundle has been reviewed by the Director of Marketing and Communications with positive results. He continued that the Board is
still free to weigh the costs and benefits of the proposal. The proposed positions are an Advocacy Manager, a second RPO to increase research output, and a second SRO to expand advocacy focus on campus and externally to provincial and federal governments. Vice President Gerrits suggested that this year is the best to implement an advocacy manager position. He continued that the recent approval of one year-round co-op researchers might negate the need for a second RPO.

Directors raised concerns with consistent fee increases for the VPEd portfolio to which Vice President Gerrits thanked Directors for thoughtful comments and responded by explaining his philosophy of budgeting based on where the organization wants service levels to be.

Vice President Gerrits reminded the Board that fee increases for co-op researchers are set to commence in Fall 2020. Additionally, he no longer saw the need for the Fall 2022 increase, and moved to strike the item, which the Board agreed to on consent.

**Adopted on consensus**

Director Town, the incoming Vice President, Education, supported increasing fees to hire an Advocacy Manager and co-op researchers, but expressed hesitation at hiring a second RPO.

Vice President Velling expressed similar opposition to adding a second RPO due to the Board’s approval of a new Corporate Secretary staff position and increased co-op hiring, but wished to discuss further details in confidential session.

**Confidential Session**

*Be it resolved that* the Board moves into confidential session at 7:31p.

*Vice President Velling and Chairman Plante.*

*Motion carries* unanimously

**Public Session**

*Be it resolved that* the Board re-enter public session at 7:35p.

*Chairman Plante and Vice President Velling.*

*Motion carries* unanimously

Chairman Plante moved to cut the addition of a second RPO from the proposal.
Be it resolved that the Board remove the addition of a second RPO position from the proposal.

Chairman Plante and Vice President Velling.
The item, having already been extensively discussed, was brought to an immediate vote.

Motion carries

Chairman Plante relayed comments on behalf of an absent Director expressing concerns with the large amount of fee increases.

Directors raised concerns with hiring a second SRO, given the recent changes that have occurred in the role with new hiring and some changes in responsibility. The Board asked Vice President Gerrits if he believed that there has been enough time for the organization to equilibrate given these changes, and if the proposal is strictly necessary to which he replied that he wouldn’t propose it if he didn’t think it provided some sort of value.

Directors raised additional concerns with reducing the workload from one SRO by adding a second, given that WUSA recently re-graded all staff positions.

Voting on Main Motion, as Amended:

Director Eyre requested a ballot vote on the item, which the Chair looked favourably upon.

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 $2.43 per assessment, effective Fall 2020, and $2.09 effective Fall 2021 for approval by Council or a General Meeting, with both fee allotment and method of ratification to be determined jointly by the Vice President Operations and Finance and the Vice President Education.

Motion carries by a ballot vote of 6 in favour and 3 opposed

Motion to Destroy the Ballots:

Be it resolved that the Chair destroy the ballots.

Chairman Plante and Vice President Gerrits.

Motion carries with President Beauchemin noted in favour

2.2 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 Fee, totalling $0.28 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 Vice President Operations and Finance, Vice President Student Life and the Vice President Education.

**Vice President Gerrits and President Beauchemin.**

Vice President Gerrits explained this fee relates to a one-year part time role to explore the creation of a co-curricular record. The motion was previously tabled to give VPSL more time to review.

Directors asked if the incoming executive had reviewed the proposal, as had been requested at the last meeting, to which Vice President Gerrits and Vice President Fitzpatrick stated they had not.

Vice President Velling noted technological concerns with the technology needed to track this kind of information not likely to be complete until early Fall 2020 at the earliest.

The Board was not comfortable moving forward with the proposal at this time given the lack of consultation that had occurred with the incoming VPSL and the technological concerns that had been raised.

Motion fails unanimously with a ballot vote of 0 in favour and 9 opposed.

### 3.0 GENERAL ORDERS

#### 3.1 ADOPTION AMENDMENTS TO PROCEDURE 27, RENAMED GENERAL MEETING PROCEDURE

*Be it resolved that* the Board adopts a substitute amendment to Board Procedure 27 so that it becomes the new General Meeting Procedure, as presented.

**Chairman Plante and President Beauchemin.**

Chairman Plante explained that the procedure has been developed by the Ad-hoc Committee on General Meeting Engagement, and he highlighted the proposed changes, including changes to notice requirements and the addition of Councillor proxy powers given the new bylaw changes.

Vice President Velling highlighted an oversight whereby Councillors may hold two types of proxies given their member classification under the Act as Councillors and regular members. He expressed support for passing the procedure with understanding that this issue will be resolved by the President and Chair of the Board. Chairman Plante responded by explaining the spirit behind the way the text was written, but understood the Vice President’s concerns and said he had no problem making that change.

Director Hunte joined the meeting briefly by telephone, and sent in a proposed amendment package to the Procedure, to express concerns that a member will not be able to choose the specific Councillor they want to act as their proxy. Vice President Velling
explained that discretionary authority is explicitly authorized by the member seeking to
give another member their proxy and that the proxy-holder has a duty under the Act
to vote as the member proxying their vote requests, so any proxy-holder is in effect the
same.

The Board continued by expressing strong opposition to Director Hunte’s comments
and the dangers and irregularities it would create if they allowed members to cherry-pick
their friends who were Councillors to hold their proxies. Mike re-iterated Sen’s comments
regarding John’s concerns. Additionally, it was pointed out that other avenues remain
open for students to find a suitable proxy, as any member is permitted to carry one.

Vice President Velling further explained the legal context by saying that the law sets
up proxying as a mechanism, but restricts it for matters of high importance such as
appointing the auditor or electing the Board, thus creating an onus on the individual
member to be aware of what they vote on. Furthermore, the law restricts proxy holders
from violating the will of the members proxying their votes.

Chairman Plante restated his original belief, which is one that was shared by the Com-
mittee when it unanimously recommended it for adoption, which is that the procedure
sets up a fair mechanism for randomly assigning proxies to Councillors.

Despite Director Hunte no longer being on the call, the Board still wished to put his
amendment package to a vote so the record could reflect the Board’s strong opposition
to it.

**Be it resolved that** the Board approve Director Hunte’s amendment package to
the Procedure, as attached to the agenda.

*Vice President Velling and Vice President Gerrits.*

**Motion fails** unanimously

The Board then returned to the previous discussion about clarifying in the Procedure
that Councillors are still permitted to hold one proxy as a member in addition to the
ones they hold from constituents as Councillors.

**Be it resolved that** the President and Chair amend the procedure to reflect the
distinction between a Councillor’s ability to hold a personal proxy as a member of
the Corporation from that of the proxies they are holding as a Councillor.

*Vice President Velling and Chairman Plante.*

**Motion carries** unanimously

**Motion carries**

*Secretary’s Note:* Chairman Plante excused himself from the meeting at this time and Pres-
ident Beauchemin assumed the Chair at 8:25p.
3.2 Adoption of new General Meetings Procedure, Procedure 30

Be it resolved that the Board adopts a new Procedure 30, General Meetings, as presented.

Vice President Gerrits and Director De Sousa.

Vice President Gerrits explained that this procedure exists to eliminate ambiguity during General Meetings with respect to quorum given issues that have arisen in the past. Particularly, the proposed procedure deals with when the presiding officer should conduct quorum checks, and a time frame for adjournment. Vice President Gerrits further explained the procedure also sets the scope of proposals that members can submit to the General Meeting and establishes the President as the Presiding Officer of the meeting, with the power to designate someone else if needed.

Vice President Velling expressed interest in soliciting the opinion of legal counsel given that the procedure would interplay with the bylaws. He continued that the Act only establishes quorum checks at the outset of the meeting in such a way to allow not-for-profits to conduct crucial business and expressed concerns that this procedure may place unnecessary restrictions on the corporation.

Directors echoed these thoughts and were concerned with the restrictions to the organization that were being brought on by this procedure, especially considering efforts made to ensure the corporation acts diligently in appointing an auditor and electing the Board.

Vice President Gerrits noted that the ONCA will allow any member to propose bylaw changes on the floor of the General Meeting which must be considered, suggesting a need for such quorum restrictions for the stability of the organization.

Vice President Velling noted the duplication in item C.4 of the procedure as the Bylaws already establish the President as being responsible for General Meetings.

Be it resolved that the Board strike item C.4 of the proposed procedure.

Vice President Velling and Vice President Gerrits.

Motion carries

The Board wished for the proposed procedure to be examined further, and decided to refer it to the General Meeting Engagement Committee.

Be it resolved that the Procedure be referred to the Ad hoc Committee on General Meeting Engagement, with the draft minutes relating to the item being attached;

Be it further resolved that the President be required to call a quorum check at the General Meeting if he believes that quorum has been lost.

Vice President Velling and Director Town.
Motion carries unanimously

Secretary’s Note: The Board recessed at 8:53p and resumed at 8:58p.

3.3 Package of Proposed Bylaw Amendments for ONCA Compliance Purposes and General Bylaw Amendments

The Chair ruled that Directors that had declared a conflict of interest with the prospect of paying Directors should leave when that item was being discussed.

With unanimous consent of the Board, the item on the agenda was changed as one "For Information" to one "For Discussion" and the title was changed to include the addition of "and General Bylaw Amendments" to the end.

The Board wished to consider the various proposed bylaw amendments in committee of the whole.

Be it resolved that the Board enter committee of the whole at 9:04p.

Vice President Velling and Secretary Easton.

Motion carries unanimously

Committee of the Whole

Director Hunte entered at 9:06p.

Secretary Easton, Vice President Gerrits, Director Eyre and Director Town exited at 9:14p.

Director Hunte left at 9:34p as discussion began regarding Councillor-Director Positions. At this time, Director Town also returned to discuss the same.

Director Town exited at 9:42p and Director Hunte reentered.

Vice President Gerrits entered at 9:50p and exited at 10:02p for consideration of the Councillor Director positions, VP Education, and adding the Secretary of the Corporation as a non voting member.

Secretary Easton entered at 10:02p and exited at 10:10p for consideration of the Councillor Director positions, Executive roles on the Board, and adding the Secretary of the Corporation as a non voting member, and the number of members on the Board.

Director Eyre rejoined the call at 10:10p and exited at 10:14p for consideration of the Councillor Director positions, Executive roles on the Board, and adding the Secretary of the Corporation as a non voting member, and the number of members
Committee of the Whole Recommendation on Item A: Unanimously in favour of the voting membership of the Board being the President, Vice President, Operations and Finance, 4 At Large members and 2 Councillor-Directors, and the non voting membership being the Vice President, Education, Vice President, Student Life, General Manager, and the Secretary of the Corporation.

Director Hunte exited at 10:18p for Director honoraria considerations.

Committee of the Whole Recommendation on Item B: On consensus, voted to move forward with Director honouraria.

Secretary’s Note: The Board recessed at 10:30p and resumed at 10:37p with all Directors who had declared conflicts of interest returned.

Committee of the Whole Recommendation on Item C: Approved on consensus.

Regular Session

Be it resolved that the Board exit Committee of the Whole and take with it the Committee’s recommendations.

Vice President Velling and Vice President Gerrits.

Motion carries unanimously

3.4 BYLAW AMENDMENTS TO ARTICLE 5 & 7

Be it resolved that the Board approves amendments to Article 5 & 7 of the Bylaws, as presented, subject to General Meeting ratification.

Vice President Gerrits and Vice President Fitzpatrick.

Vice President Gerrits explained the two bylaw amendments relating to General Meeting quorum. The Board expressed opposition to the Article 7 amendments and wanted to postpone consideration of the Article 5 amendments.

Be it resolved that the Board split the item;

Be it further resolved that the Board strike the amendment of Bylaw Article 7 Section 6;

Be it further resolved that the Board table to the April Regular Meeting the amendment of Bylaw Article 5 Section 4 Clause 1.
Vice President Gerrits and Secretary Easton.

Motion carries unanimously

3.5 Approval of General Meeting Agenda

Be it resolved that the Board approves the items of business, order and structure of the General Meeting Agenda;

Be it further resolved that the President work with the Marketing and Communications Department to ensure a final, comprehensive copy of the agenda is produced by the required notice period.

President Beauchemin and Vice President Gerrits.

The Board considered the late submission of a member proposal from Vice President Fitzpatrick regarding compensating service coordinators. Vice President Velling provided more accurate figures for the impact it would have on the WUSA Health and Safety Fee as the ones erroneously given in the proposal.

Director Town asked if hiring service coordinators annually would prevent co-op students from working to which Vice President Fitzpatrick replied by explaining the streaming logistics for co-op and regular students.

Director Eyre opposed increases to fees as listed in the Service Co-ordinator proposal. Director Hunte recommended the Board approve the item for inclusion on the General Meeting agenda for consideration by the membership, but that the Board not issue a recommendation on its passage.

Vice President Velling requested modifying the 8 March 2020 Council Meeting agenda to gauge Council’s appetite for a fee increase. He also identified overtime as a potential sticking point, where co-ordinators would have to consider overtime as volunteer work. Directors debated whether to issue a recommendation for adoption of the Service Coordinator Compensation proposal by the General Meeting, and settled on issuing no recommendation as the item did not originate at the Board in a proper manner.

Motion carries

Adjournment

Having concluded all business on the agenda with no immediate business arising, the Chair declared the meeting adjourned at 11:47pm.