

# Federation of Students' Board of Directors' Minutes

SLC 1106, UNIVERSITY OF WATERLOO

*Chair:* CHAIRPERSON VELLING *Secretary:* SECRETARY TRAN

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## ATTENDANCE

The following members were present:

- Richardson, Savannah\*
- Gerrits, Matthew
- Beauchemin, Michael†
- Sesink, Hannah
- Velling, Seneca
- Plante, Connor
- Duong, Patricia
- Tran, Tomson
- Wu, Richard
- MacMillan, Kurt
- Patricia, Duong
- Siemons, Jacob
- Burdett, Suzanne

\* remote

† departed early

The following members were present at the invitation of the Chair:

- Thomas, Melissa — *Director of Marketing & Communications*
- Arnold, Katherine — *President Engineering Society B*
- Wilson — *Director Sesink's puppy*

## PRELIMINARIES

### CALL TO ORDER

A quorum being present, Chairperson Velling called the meeting to order at 18:02.

### APPROVAL OF THE AGENDA

Chairperson Velling moved to suspend Procedure 2§II(5) to authorize his invitation of Katherine Arnold, the *Engineering Society B President*, and Melissa Thomas, the *Director of Marketing & Communications*. The Chair explained that after notice was provided

by the Engineering Societies pertaining to breach of contract he could not reasonably uphold his duties to provide the Board information and opportunity to assess the validity of such claims without invitation of President Arnold to the Board room, which itself required Board approval. Similarly, the Vice President, Operations and Finance wished to bring the Director of Marketing & Communications to provide insight to some items on the Board's agenda.

**Be it resolved that** the Board suspend Procedure 2§II(5) for the duration of the meeting to permit the Chair's invitation of President Katherine Arnold of Engineering Society B and Director of Marketing & Communications, Melissa Thomas.

*Chairperson Velling and President Wu.*

**Motion carries** unanimously.

Vice President, MacMillan brought forward an additional agenda amendment to hold an immediate confidential session prior to the regular session for presentation by the Director of the Marketing & Communications Department.

**Be it resolved that** the Board moves item three (3) of General Orders pertaining to presentation by the Director of the Marketing & Communications Department of the Confidential Session Agenda prior to the Regular Session Agenda.

*Vice President, MacMillan and Vice President, Gerrits.*

**Motion carries** unanimously

## *Confidential Session*

**Be it resolved that** the Board enters Confidential Session at 18:07.

*President Wu and Director Plante.*

Chairperson Velling requested that President Katherine Arnold exit the Board room until the Board dispensed with this item of business.

**Motion carries** unanimously.

**Be it resolved that** the Board leaves Confidential Session and returns to the Regular Session agenda at 19:14 PM.

**Motion carries** unanimously.

## *Regular Session*

### TERRITORIAL ACKNOWLEDGEMENT

Pursuant to Federation Policy 50, Indigenous Engagement and Inclusivity, the Federation's Board of Directors acknowledge:

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.

## REMARKS FROM THE CHAIR

### §129 BYLAW AMENDMENTS OUT-OF-FORCE

The Chair informed the Board that pursuant to the *Corporations Act*, R.S.O. 1990, c. C.38 §129(2) *Confirmation* the loss of quorum at the Annual General Meeting of the Corporation brought upon the coming out-of-force of all §129 and §130 By-law amendments. Chairperson Velling noted that all bylaw amendments heretofore approved for ratification by the General Meeting must now seek re-approval by the Board and approval by the General Meeting as well prior to coming entering into force or effect.

The Chair recommended strongly that the Board consider holding a special meeting for discussion of the GM and reconsideration of all bylaw items intended for approval thereat which have now to be re-approved.

Director Siemons inquired if it was accurate that bylaw amendments needed to be re-approved or if they would simply defer to the next General Meeting of members. Chairperson Velling responded that the Act specifies the language on re-approval, that "in default of confirmation [by the general meeting], [the bylaw amendments] cease to have effect at and from that time, and in that case no new bylaw[s] of the same or like substance has any effect until confirmed at a general meeting of members." As such the Board would need to reconsider these items before they move to the next General Meeting agenda.

## AMENDMENT TO THE AGENDA

Director Plante rose to a point of order and was recognized by the Chair. The Director inquired of further amendment to the agenda for items three (3) and four (4) of the General Orders of the Regular Session Agenda. Chairperson Velling noted that this would be looked upon favourably but would require a two-thirds ( $\frac{2}{3}$ <sup>rd</sup>) vote in the affirmative and asked Director Plante if he would like to move the item.

**Be it resolved that** the Board amends the agenda to move items three (3) and four (4) pertaining to Engineering Society *Failure in Notice of Auditing claims* and *Feds-Societies MoU Breach of the Contract claims* leveled by the Engineering Society for immediate discussion.

*Director Plante and Vice President, Gerrits.*

**Motion carries** unanimously.

# GENERAL ORDERS: ENGINEERING SOCIETY BREAK OF CONTRACT CLAIMS

## FAILURE OF NOTICE FOR AUDITOR'S ARRIVAL IN FY2017

Chairperson Velling informed the Board that the Engineering Society notified him the evening the agenda was set to be released for breach of the Memorandum of Understanding between the Federation and the Societies claimed by the Engineering Societies.

*Secretary's Note:* Email records between the Societies and the Chair of the Board are attached.

The Chair yielded time to President Katherine Arnold of the Engineering Society B to introduce the matter on behalf of both Societies and take questions from Directors of her own volition.

President Arnold noted that in accordance with the Feds-Societies Memorandum of Understanding (MoU) each Society must be provided 30 days notice for arrival of the auditor which did not occur for the FY2016 audit when the Auditor arrived without notice by the Federation in FY2017. President Arnold sought assurances that this should not be an issue in future years, particularly if the Board intended to continue the annual audit cycling of the Societies.

General Manager Burdett clarified for the Board that every society is audited annually, and that there was no "pattern in annual audit cycling of the Societies" because the pattern is annual without fail.

**Notice of Recusal**—At 19:21 Director Beauchemin recused himself from the discussion and from any voting that may occur on the item.

Chairperson Velling yielded the Chair's time to President Arnold. President Arnold reiterated that her statement of pattern of auditing was with respect to the in-depth audit conducted specifically for the Engineering Societies each year, separate from the other Societies. She noted that she was Vice President Finance at the time for the Engineering Society B. She noted that thirty (30) days before the arrival of the auditor the Society received no notice in FY2017.

Chairperson Velling noted that he was happy to issue a letter to confirm that Board procedural rules and associated internal protocols would be established to prevent repetition of this matter in future years. President Arnold noted that this assumed Societies would be audited in-depth, and advised the Board to have a more general procedure with specific rules for in-depth audits when they occur. Director Siemons inquired if it were possible to make such a procedure more open since we the Board conducts audits of the other constituency societies as well. Chairperson Velling concurred and noted to both Director Siemons and President Arnold that such a procedure would reflect these concerns.

Director Duong expressed concern as to how this institutional failure occurred given that there are current supports in place to prevent it. The Director asked the President what would happen if the Federation did not give thirty (30) day notice, could the Societies then refuse to be audited. General Manager Burdett responded that Societies

could neither refuse the audit nor deny the auditor access to their information for the in-depth audit. Chairperson Velling noted that this would just look poorly on the Society (to the Auditor) as a result, and would be at the end of the day a reflection on the Board of Directors of the Federation who holds ultimate responsibility for the entire organization.

President Arnold emphasized that the MoU was not reflective of reality in many aspects and noted the routine violations of the contract on the part of the Federation. All breaches of contract have occurred by the side of the Federation, but that no penalty is issued to the Federation for violation.

Chairperson Velling reiterated his apology on this matter on behalf of the Board and assured the President that he would develop and oversee implementation of internal protocol to safeguard against these failures this in the future. He stated he would issue a letter to ensure the FY2017 failure of notice for the arrival of the auditor would not occur again and that steps will be taken to ensure as much.

## **FAILURE TO PROVIDE COMPLETE FUNDS WITHIN PERMITTED TIME FRAME**

President Arnold over viewed her supporting documentation brief for the Board pertaining to breaches of contract. She explained that the Federation failed to provide collected student fees to the Federation within the permitted time period as outlined in the Feds-Societies MoU for the Spring term. In addition, the problem repeated itself this Fall academic term. President Arnold noted that more supporting evidence could be found attached to the information package provided to the Chair of the Board.

Chairperson Velling asked Vice President, MacMillan to corroborate the claims and information provided by the Engineering Societies. Vice President, MacMillan noted that the information was accurate and claims of breach on the part of the Federation were also valid. He informed President Arnold that the Engineering Society A cheque was ready for collection.

The Chair opened the floor to questions for President Arnold or further comments from Directors. Director Plante inquired to confirm that not only were fees excessively late in delivery, but the incorrect amount was delivered. President Arnold confirmed this was correct. Director Plante asked what challenges the Society faced, or if none what could have been experienced had their not been a surplus in their accounts. President Arnold noted that the Societies did not experience any problems due to a comfortable surplus. Had the problems persisted beyond the the date of resolution, the Engineering Societies would not have been able to pay their staff.

President Wu clarified about the surplus and if it was not there. President Arnold noted that had their not been a surplus, there would have been serious administrative concerns.

Vice President, Gerrits asked what the Board could change to better support the Society and help address these concerns in the future. President Arnold noted that having something into place to make sure these things do not happen would be key. Beyond that ensuring mechanisms are in place to at minimum pay staff.

President Wu suggested that perhaps it was worth exploring direct deposits or wire

transfer to the Society if the time between the request and printing of the cheque is problematic. Direct deposit would be immediate. President Arnold was unsure as to why the cheque took so long. Director Duong asked for clarification as to whether notice was provided to the constituency Societies when their cheques are printed. General Manager Burdett noted that typically the cheques are provided to the other constituency Societies via the weekly meetings with the Societies Accountant; as the Engineering Societies manage their own accounts these cheques are provided in a different manner. Vice President, MacMillan added that when printed the cheques are made payable to the Engineering Society and typically mailed.

Director Duong inquired what actions had been taken until this point to correct the situation. Chairperson Velling informed the Board that at prior to the October Students' Council Meeting, President Arnold had brought up these concerns, then again at the Council meeting, and then he had received this email. President Wu noted President Arnold had contacted him and he did respond immediately. President Arnold responded that acknowledgement of the breach of contract was not resolution and fees were still outstanding until this meeting.

Vice President, MacMillan clarified that this Fall term, the Engineering Societies' budget package was submitted on time, but the account manager was on vacation, no review of the package occurred and as such no collected fees were delivered to the Societies. Chairperson Velling emphasized that he had spoken with the Vice President, Operations and Finance who assured him that it was now part of the internal calendars for the Federation to prevent things such as this from being forgotten. Vice President, MacMillan acknowledged that he should have communicated this to Engineering Society and thought he had, but he must have forgotten to send notice.

Chairperson Velling asked Vice President, Richardson to explore time lines for provision and percent of fees provided to the Societies in the MoU at the *Committee of Presidents* because agreement renegotiation was occurring in the Winter term. Making sure these will be known. Chairperson Velling also suggested the renegotiated MoU should include a waiver for time lines or amounts of funding given extenuating circumstances and the consent of both the Federation and the Societies.

Director Duong expressed concern that if current systems were failing, what would red flags be for such issues if the agreement were not being followed going forward. President Arnold noted that the Engineering Societies new it was an issue, but given the late arrival of the cheques in Spring term, the Societies presumed it was the complete funds. It was only by the diligence of Engineering Society Staff and Executives that it was noticed to be less than the total. Chairperson Velling noted that it was his understanding that the University had made the mistake, and the Federation had not verified the University's data. As it happened Architectural Engineering was lump summed with Architecture and that led to approximately \$8.2k in funding being directed to the wrong constituency society. Identification and correction of this discrepancy in the University's ledgers took Vice President, MacMillan and General Manager Burdett nearly three hours.

Director Plante inquired what communications had occurred between the Federation and Society, or vice versa, about this matter prior to the fee delivery. Had the Federation provided reasonably advanced warning of the process and expected timing of fee delivery if it was known to be late. President Arnold noted that she did not regularly check these

numbers because she presumed the Federation's compliance initially. Her communication from that point on was her calling all the Federation Executives. Once aware of the incomplete fee payment, Vice President, MacMillan and President Arnold worked to correct it with the University.

The Board asked Chairperson Velling to issue another apology letter on behalf of the Board taking ownership for the institutional failure and encompassing what steps would be taken to ensure compliance in the future.

Without further questions for President Arnold, the Chair asked if she wished to remain or if she would like to leave. President Arnold noted her departure at 7:48 PM and thanked the Board for their time in consideration and redress of this matter.

**Be it resolved that** the Board enter confidential session for further deliberations on this matter.

*Chairperson Velling and Vice President, Gerrits.*

**Motion carries** unanimously

**Be it resolved that** the Board exits confidential session at 20:18.

*Chairperson Velling and President Wu.*

**Motion carries** unanimously

The Chair offered a recess to the Board.

**Be it resolved that** the Board recess for 10 minutes.

*Chairperson Velling and Vice President, Gerrits.*

**Motion carries** unanimously

**Call to Order** — The Chair called the meeting back to order at 20:28.

## EXECUTIVE & COMMITTEE UPDATES

### VICE PRESIDENT OF EDUCATION

The Vice President, Education noted he had little to report relevant to the Board. Membership in *Ontario Undergraduate Student Alliance* (OUSA) is still under review, but the review has slowed because of student midterms and OUSA's General Assembly meeting. One of the members resigned and was replaced by Katherine Arnold.

Chairperson Velling inquired about the OUSA operating policies for member student union's being permitted to submit items on behalf of their membership. Vice President, Gerrits noted that this change and a new rule on consultation for future policy papers may present interest to the Board at a later time.

Vice President, Gerrits noted that since the resignation of the Academic Affairs Commissioner, he has taken on these duties.

Chairperson Velling requested that Director Plante recuse himself and step out of the room temporarily for questions pertaining to the role of the Co-operative Affairs Commissioner.

Director Plante left the room at 20:34.

Chairperson Velling noted that because the Co-operative Affairs Commissioner role was created principally for the co-op fee deep dive, which is wrapping up, would this affect the future of the role? Did the Vice President recommend continuation of this role in future governing years. Vice President, Gerrits noted that the culmination of the deep dive would not affect Commissioner Plante's contract. The Vice President also noted that the commissioner portfolio is incredibly useful and easily justified given the scope and importance of co-op on the campus. He said that it reduced the weekly time he had to consider co-op singularly because he had his commissioner taking the lead on this item

Director Plante returned 20:40.

## **VICE PRESIDENT STUDENT LIFE**

Vice President, Richardson noted that as requested she has provided her Council report for November's Council meeting and that if Directors had questions she would welcome them.

Director Duong inquired how the Vice President was evaluating the success of Thrive week re-branding, as it use to be a wellness days. How much is Feds a part of this. President Wu noted a clarification that currently this is under his portfolio but it was agreed that it makes more sense under Vice President, Student Life and in the future Vice President, Richardson would be taking it on.

Director Plante Question about Council's *Campus Life Advisory Committee* (CLAC) consideration of the Mates and Foodbank merger and whether that was part of strategically downsizing service provision given the suspension of Warrior Tribe by Council previously. Vice President, Richardson noted that it was not part of a larger trend, but rather attempting to address mental health tied to food insecurity which is currently problematic. CLAC is conducting a question and review period with Service Coordinators and relevant staff. Chairperson Velling asked that if Directors have further questions about Council items to please attend Council at the next November meeting, otherwise chat offline with the Vice President.

## **VICE PRESIDENT OF OPERATIONS & FINANCE**

Vice President, MacMillan noted that Directors could refer to his reports.

Vice President, Gerrits inquired if information pertaining to UW Senate Committees (SSAC and USRC) was not confidential information. Vice President, MacMillan understood the materials to be public and said it was common knowledge at this point already.

## **PRESIDENT**

President Wu noted that the major items in addition to General Meeting were Senate approval of the new pilot for a Full reading week, the Board of Governor Health and Dental fee increased as per Board's decision.

Director Siemons requested that all submissions and Board activities remain professional and requested the President submit an appropriate report with the minutes. Chairperson Velling noted he would ensure compliance with this request.

Director Plante inquired on the University meeting the deadline for the Freedom of Expression policy given the short time line. President Wu noted that the University will be having something very soon as the last chance for Senate approval for the policy will be in December unless the President intends to submit it as a Class G policy.

Director Beauchemin brought forth concerns with CoSMH and noted he would be working offline with the President on that matter. Chairperson Velling noted that was out of the purview of the Board and instructed Director Beauchemin and President Wu to please bring those conversations to the Students' Council meeting in November.

## BUSINESS ARISING FROM THE MINUTES

### VALUE-FOR-MONEY PROCEDURE

**Be it resolved that** that the Board approves the Value-for-Money Procedure, as amended.

*Vice President, MacMillan and Director Plante.*

Vice President, MacMillan noted that in June, Value-for-Money policy was created and brought to Council for approval. A draft procedures was produced by Director Plante. Since then Director Plante and Vice President, MacMillan have been working hard on them.

Director Duong inquired as to the April 30th procedural deadline for report submission to Council and whether it would be the Vice President or Vice President elect handling the report. Chairperson Velling responded that at this point both Vice President and Vice President elect are working closely over a transition window. Vice President, MacMillan noted the report would be provided for the end of the Fiscal Year. This year will be a trial, if the dates need adjustment it will be updated. It will likely be an eight (8) month review because year-to-date actual figures are not ready for the end of the Fiscal by the end of the Fiscal year anyhow.

Director Sesink requested consistency throughout procedure to refer to Executive Committee instead of Executive Board.

**Be it resolved that** the Board amend the procedure to strike references to Executive Board and replace them with Executive Committee.

*Director Sesink and Chairperson Velling.*

**Adopted by *friendly amendment***

Vice President, Richardson noted, to Director Duong's point, that the Executive contract was extended into two weeks to help with transition, which will help ensure the report presented to Council well.

Director Siemons asked why §3(a) of the procedure noted "deemed feasible" rather than just outright approval requirements in all cases. Vice President, MacMillan explained that the University will still have veto for items like construction and this will provide the corporation more flexibility. Chairperson Velling offered to add "in which case the board shall be notified" to the end of the item in §3(a).

**Be it resolved that** the Board amend §3(a) of the procedure to include the following: "in which case the board shall be notified".

*Chairperson Velling and Director Siemons.*

**Adopted by friendly amendment**

**Motion carries** unanimously

## GENERAL MEETING PROXY PROCEDURE

**Be it resolved that** the Board reconsider the General Meeting Proxy Procedure; and

**Be it further resolved that** that the Board approve amendments to the same, as presented.

*Chairperson Velling and Vice President, Gerrits.*

Chairperson Velling stated that this was the item Board ordered reconsideration of, however it now included no provisions for multiple proxies for councillors. If those portions come back into effect after ratification of the bylaw amendments by the Winter General Meeting, then the Board will re-regulate those portions. As requested by the Board, items referencing the Act and bylaws were clarified.

The Chair also noted that §86 of the Act is not necessary to reference as it's only applicable to the Federation by choice as it was regularly non-applicable to Part III Corporations (Corporation without Share Capital). That being said, solicitation by proxies being the responsibility of and typically conducted by the corporation for which those proxies would be issued is a standard practice. Vice President, Gerrits asked if the procedure provided clarity for allowing the members to solicit proxies as well. Director Duong suggested a resolution to this confusion be that the word "initial" be added prior to solicitation since all initial solicitations originate with the Federation anyhow.

**Be it resolved that** the Board amend the procedure to strike reference to §86 of the Act under item B(1) of the General Meeting Proxy procedure; and

**Be it further resolved that** the Board amend the procedure to include "initially responsible" in lieu of "responsible" in the same line.

*Director Duong and Vice President, Gerrits.*

**Adopted by friendly amendment**

Director Duong requested clarification if the procedure allowed reuse of proxies between GMs. Chairperson Velling noted this was not permitted under §84 and §88 of the Act,

and Vice President, Gerrits noted it was prohibited in the procedure anyhow as currently written.

With no further debate the motion proceeded to the floor.

**Motion carries** unanimously.

## GENERAL ORDERS

### BUDGET & APPROPRIATIONS MEMBER MOTION FROM FALL 2018 AGM

**Whereas** At-Large Budget & Appropriations Committee member John Hunte submitted a private member motion for the Fall 2018 General Meeting titled Resolution on Budget & Appropriations,

**Whereas** said motion was considered by Board at a Special Meeting held on October 4, 2018,

**Whereas** Directors expressed general support for the motion and included the motion on the General Meeting agenda with a unanimous recommendation for adoption issued to the General Assembly,

**Whereas** the Fall 2018 General Meeting failed to maintain a quorum and the meeting adjourned before this motion could be adopted,

**Whereas** both the spirit and letter of the motion can be implemented by Board without need for the item to be dispensed by the General Assembly, therefore:

**Be it resolved that** the Board adopt the resolution on the Fall 2018 General Meeting agenda titled, Budget & Appropriations, as presented below, with amendments;

**Be it resolved that** the Board of Directors require that the Budget & Appropriations Committee review all commercial operations and restricted budgets before they receive approval by Board;

**Be it further resolved that** the Budget & Appropriations Committee shall provide it's non-binding recommendation for adoption or otherwise any and all amendments it proposes to the aforementioned budgets;

**Be it further resolved that** the Budget & Appropriations Committee shall conduct review of restricted budgets in congruence with the appropriate confidentiality requirements outlined in the procedures of the Board of Directors;

**Be it further resolved that** the Budget & Appropriations Committee shall be expected to vet the aforementioned budgets in consultation with the appropriate staff prior to issuing a recommendation;

**Be it further resolved that** Board of Directors tasks the Chair with drafting amendments to update Procedure 6 to reflect this resolution by the end of the Calendar Year.

*Director Plante and Chairperson Velling.*

Director Plante spoke in support of the member's submitted motion to the AGM and noted that its adoption was in line with the Annual Plan and strategic vision of the corporation as set by the Board. Since the AGM lost quorum the item was not considered, but could still be implemented by the Board if it so chose. The last clause respecting a corporate policy bet set on Budget has been struck, but depending on Council's wishes such an item may come up in the future.

Vice President, MacMillan expressed support for the motion and called it helpful with review, transparency, and accountability of budgets. He believes it will ensure line by line review is conducted outside of the Board room and Board approval of budgets reflects considerations of strategic direction and meeting of contractual obligations.

Chairperson Velling also expressed strong support for the resolution and noted that line-by-line review has occurring has been good in other components of the organization but was out of place in the Board room for strategic focus.

Director Duong asked if the member was aware this motion was proceeding. Chairperson Velling indicated he would be contacting the member with a formal letter to provide notice to the member if the Board wishes it. The Board concurred and requested the Chair take such action.

Director Siemons caught a typo in the second resolution "it's" should be "its" as the item is not a contraction. The amendment was clerical and required no vote the Chair deemed.

Director Beauchemin asked whether this change imposed greater work for Vice President, MacMillan or would alleviate his burden. Vice President, MacMillan noted that this change would likely not change his work load, but would ensure more accountable reporting and oversight and would move such discussion out of the Board room and to a dedicated environment.

With no further debate, the item moved to the floor.

**Motion carries** unanimously.

## **UPASS ACCESS AND HEALTH & DENTAL INSURANCE FOR PART-TIME STUDENTS WITH DISABILITIES**

The Chair noted that he had been reached out to by a Student at the AGM and then in follow up to that conversation via email inquiring whether the Federation could support students with permanent disabilities who are part-time. Currently such students are not auto-enrolled into the GRT's UPASS program nor the Feds Health & Dental program the Federation offers. The Chair noted that the Arts Councillors have been carbon-copied on all communications and would likely be following up with the Vice President, Operations and Finance at the next Council meeting.

Vice President, MacMillan wished to clear the confusion up, some student things will not be accessible by part-time, there is little the Federation can do for UPASS,

but Accessibility Services does have resources to support these students and he has been working with Accessibility Services to ensure these resources are effectively communicated to students with such need, in a manner that respects their privacy.

Chairperson Velling suggested including such notice on the Federation's website under the UPASS and Health & Dental pages to link students seeking information directly to the resources offered by Feds and Accessibility Services. Director Siemons encouraged the executive to continue conversations with Accessibility Services on ensuring students are aware of the resources and who to contact for such concerns. Vice President, MacMillan noted both this website update and the conversation with Accessibility Services would not be a problem.

## OTHER BUSINESS

### ACCESS TO CONFIDENTIAL INFORMATION

Director Plante noted that the Chair had neglected to include an item tabled at the prior meeting and requested an amendment to the agenda. Chairperson Velling apologized for the oversight, thanked the Director.

**Be it resolved that** the Board amend the agenda to include the tabled item from the prior meeting:

**Be it resolved that** the appropriate staff, be provided access to portions of the Board's confidential documentation where permitted by both the Chair of the Board and Secretary of the Corporation, in consultation with the General Manager.

*Director Plante and Chairperson Velling.*

**Motion carries** unanimously.

The item having been added to the agenda with unanimous approval of the Board, it proceeded to the floor.

**Be it resolved that** the appropriate staff, be provided access to portions of the Board's confidential documentation where permitted by both the Chair of the Board and Secretary of the Corporation, in consultation with the General Manager.

*Secretary Tran and Vice President, MacMillan.*

Secretary Tran noted that the Research and Policy Officer were excellent resources for the Secretaries of Council and Board and provision of Confidential information would be helpful for organizational purposes, resource management, continuity of decision making, governance oversight, and support for the volunteer Officer corps of the Federation.

Chairperson Velling concurred with the Secretary Tran's reasoning and noted that he opposed the inclusion of access to the Sharepoint as it represented serious risks to confidentiality with respect to staff disciplinary matters and potential violations of the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. F.31. Otherwise, the Chair supported the item and said he expected all decision making would include consultation with the General Manager in the event that she felt there would be risk to staff matters with information provision. Chairperson Velling noted that the Executives and General Manager regularly give classification recommendations anyhow, so this would be standard protocol for the Chair and Secretary as structured.

General Manager Burdett Concerns with staff have access to certain information. Chairperson Velling wholeheartedly agreed and noted that he expected the Secretary to discuss those confidential documents to be shared with the Stakeholder Relations Manager and Research and Policy Officer to be vetted by General Manager Burdett prior to getting the Chair's approval. General Manager Burdett supported the changed wording including consultation with herself and noted that she would like in-depth discussion for such matters.

**Motion carries** unanimously.

## *Confidential Session*

**Be it resolved that** the Board enter confidential session.  
*Vice President, Gerrits and Director Plante.*

**Motion carries** unanimously

The Board entered confidential session at 21:35.

With no further confidential business, the Board moved to return to Public Session.

**Be it resolved that** the Board moves out of confidential session at 2:08 AM on November 6th, 2018.  
*Director Siemons and Director Plante.*

**Motion carries** unanimously

## *Public Session*

### CALLING OF SPECIAL BOARD MEETING FOR GM POST-MORTEM

**Be it resolved that** the Board amend the agenda to include the following motion:

**Be it resolved that** the Board tasks the Chair and the President set up a Special Meeting of the Board to review the GM Post-Mortem; and

**Be it further resolved that** all relevant documents will be distributed to Directors from the Task Force.

*Director Duong and Director Beauchemin.*

**Motion carries** unanimously

Debate proceeded to the item as amended on the agenda:

**Be it resolved that** the Board tasks the Chair and the President set up a Special Meeting of the Board to review the GM Post-Mortem; and

**Be it further resolved that** all relevant documents will be distributed to Directors from the Task Force.

*Chairperson Velling and Director Beauchemin.*

**Motion carries** with Chairperson Velling in abstention

## OTHER BUSINESS

Secretary Tran brought forward items pertaining to strains on his mental health and noted difficulty with production of the minutes over the past month. Chairperson Velling spoke in support of the Secretary and noted he would like to be responsible for the production of the formatted minutes for this meeting to alleviate this stress, independent of the wishes of the Secretary.

## ORDERS TO THE OFFICERS

**Be it resolved that** the Board amend the agenda to include the following motion:

**Be it resolved that** the Chair will produce the meeting minutes of the November 5-6th Regular Meeting of the Board.

*Chairperson Velling and Director Beauchemin.*

Secretary Tran rose to object to the consideration of the motion. The Chair ruled the objection out of order for dilatory effect and added strain upon the secretary.

The Chair clarified if the Secretary was comfortable with this being noted in the public minutes or if this item should be moved to confidential session. The Secretary expressed his comfort with the discussion occurring in public session.

**Motion carries** unanimously

Debate proceeded to the item as amended on the agenda:

**Be it resolved that** the Chair will produce the meeting minutes of the November 5-6th Regular Meeting of the Board.

*Chairperson Velling and Director Plante.*

The Chair and Director Beauchemin introduced an amendment to the main motion:

**Be it resolved that** the Board appoints Director Beauchemin as Assistant Secretary to the Board.

*Chairperson Velling and Director Beauchemin.*

**Adopted by *friendly amendment***

With the amendment adopted as friendly, the main motion proceeds to the floor.

**Motion carries** with Director Plante, Director Beauchemin, Director Sesink, Secretary Tran, and Director Siemons in favour and Chairperson Velling in favour.

## ADJOURNMENT

### CALLING OF ORDERS OF THE DAY

Director Beauchemin calls the **Orders of the Day at 2:12 AM on November 6th, 2018.**

The Chair acknowledges that the meeting was scheduled to adjourn at 23:59 on November 5th, 2018 and called the meeting into adjournment with immediate effect.

**The Chair adjourned the meeting at 2:14 AM on November 6th, 2018.**