

<b>Chair</b>	Matt McLean
<b>Secretary</b>	Michal Kononenko
<b>Expected Attendees</b>	Leila Meema-Coleman, Sarbajoy Majumdar, Kevin McNamara, Abdullah Barakat, Allyson Francis, Andrew Svoboda, Shale Craig, Cody Bechberger, Don Tu, Victoria Debrincat (Call in), Hannah Gautreau(observer),
<b>Excused Absences</b>	

# Engineering Society Board of Directors Meeting Minutes

## 1.0 Welcome and Call to Order

- Meeting called to order at 5:34 PM on Sunday, March 22, 2015
  - Motion: approve the meeting's agenda
    - Mover: Leila Meema-Coleman
    - Seconder: Sarbajoy Majumdar
    - Result: Motion passes unanimously
- 1.1 Approval of February Minutes (See attachment)

- Revisions
    - Reading of the revisions by Matt Mclean
  - Motion: Approve the revised minutes
    - Mover: Shale Craig
    - Seconder: Sarbajoy Majumdar
- Result: Motion passes unopposed

## 2.0 Information: Spending Update

- Speaking: Kevin McNamara
  - Corporate
    - The corporate accounts are healthy, with more revenue than what was projected for the year
    - Not as much has been spent on payroll as last term
    - Question: How did we get more yearbook ad revenue than projected? Weren't the advertising contracts settled?
      - We sold more yearbooks than last year, and the contract was based on book sales
    - The handbook commission has not spent as much money as anticipated for reasons unknown at the time of this meeting

- Question: What does the “expenses” item in the expenses section represent?
    - These are miscellaneous discretionary expenses.
  - o General Accounts
    - The final portion of the projected income is due by the end of the term
    - Question: Is this the portion coming from FedS?
      - Yes
      - The provision of funds has been slow, but it is nevertheless occurring
    - We’ve spent more on conferences than budgeted. This has occurred because conference budgets are hard to estimate. ~~The amount by which conferences are over budget is not significant, and not unprecedented.~~
    - We’re not in deficit for the year for conferences, but for the term
    - There’s also payroll, is there going to be extra from that?
      - There’s still unpaid payroll
  - o C & D
    - Sales are down. We don’t know why
    - ~~The bank account is healthy, but the budget is not~~
    - Prices will be going up, and hours will likely be modified
    - The balance between part time and full time staff will likely be shifted
    - The food allowance will likely be cut back
    - Looking at other potential sources of payroll
    - Will identify a better balance of what duties are being done from what budget.
    - Working on improving expenses but problem is income?
      - To improve income, the prices will have to be increased
    - So do you think that the margins have gone down and the quantity is unchanged?
      - The difference between last year’s and this year’s sales corresponds to a drop in margins
    - Will this affect the E7 coffee shop?
      - We will have to get the C&D in a good position before we open the new one
      - Once we get E7 running, more income will come in from faculty as we have lost business to places on the other side of Ring Road
    - Do we advertise the C&D?
      - We promote it during Frosh Week
      - Having deals and promotions during the summer may help gauge their effectiveness.
      - Also, not that close to large student study spaces
    - Next meeting, will be seeing final update for this term, as well as budgets for next fiscal year. Look forward to that
    -
- 3.0 Information: Presidential Update
- Speaking: Allyson
    - o Only real update on closing is the E7 issue

- o The referendum did not pass and the dean is disappointed.
- o We are still going to get the study space
- o Dean wants the students to show visible support towards promoting the building
- o It is a good idea for us to do this in good faith
- o If it works out, we need to negotiate what we will be doing
- o We will not be naming the space
- o At this point, all the design meetings have been more or less finalized. Floor plans are available
- o ERC, we have a consensus in a productive committee
- o What was the Dean's response?
  - She doesn't need the money, but needs support. In terms of percentage, it isn't that much
  - Concerned with the intention
  - Intended with respect to a philanthropic contribution
  - Saddened about how people felt about the vote
- o Svoboda:
  - Students are happy to have more space, but the body feels like the furnishing of that space is an expectation
- o Allyson:
  - We're still paying for the HSB, based on a referendum similar to this one
  - There was a lot of debate between programs. People wondered why they should support a building even if
- o EngSoc hasn't run a referendum in at least 10 years, which means a lot of recommendations will be added in to referendums.
- o For instance, there was no No committee on A Soc, even though the deadline was extended
- o BSoc has been more passionate on A Soc, 29% turnout on BSoc compared to 17% on A Soc
- o
- o The turnout is also much higher than the 5% turnout for the FedS election.
- Speaking: Leila
  - o Most new policies since the previous board meeting involved closing out and reporting on programs started in the previous fall
  - o For next term, we are centralizing advertising to a marketing team, rather than pursuing our current director-based model.
  - o Events will now be marketed based on scale, with a marketing director overseeing when advertising begins, and assisting in allocating a budget for advertising
  - o However, the level of EngSoc advertising will not be changed.
  - o The syllabus bank project is currently seeking legal approval, in order to determine ownership of course syllabuses, and ensure that creating the bank will not violate the intellectual property rights of the University, or the professors.
  - o If the idea is approved, then it will be brought before the president and provost for final approval
  - o The major hurdle is that it is currently undetermined as to who owns the course outlines, the university, or the professor that drafted the course outline.

- o If the university owns syllabuses, the proposal will be brought before the president for approval
- o If professors own the syllabuses, then an email will be sent out, asking professors to submit their course
- o If the university owns syllabuses, then contacting Desire2Learn with a proposal to pull course outlines from LEARN may be in the future
- o Will include a disclaimer that it is not a contract. It is intended to get a feel for the course
- o When it comes to selecting courses, more information is better
- o The fate of the textbook library will also be brought before board shortly
- o One option is to donate the textbooks to charity, but this may need to be brought before council.
- o It is tricky because students did donate these textbooks.
- o These textbooks will come up in May
- o The textbook library service is being duplicated on campus, and so loss of the textbooks will not result in a significant loss of service availability for students.
- o We're also overflowing with textbooks, making management and storage difficult.
- o Also, many of the textbooks are outdated, and so if the library is to survive, more EngSoc capital will need to be added to support it. We're not sure if we want to go through with supporting it based on its meager use.
- o ERC and GRC has been great. Will be moving forward to creating a CRC (council review committee) at the Joint Annual General Meeting (JAGM). This committee will examine practices associated with EngSoc council, and make recommendations to increase the council's effectiveness in governing.
- o Running a process review committee in the style of ERC or GRC has proven beneficial to EngSoc. Financially, these committees are sustainable, they get students involved in EngSoc governance, and put forward good suggestions to improve EngSoc governance.
- o For ERC, we did a current exec review, past exec review, council review, and an external review
- o for CRC, we will be examining areas where council can improve its governance process, and recommend changes to board and council
- o The largest issue for the committee is whether we want to retain the cohort system for organizing EngSoc representatives, or adopt a different system.
- o The role of class representative and EngSoc directors once used to be tightly correlated, but have steadily separated. With the amount of representatives growing, it may be time to examine whether a smaller council may be more efficient at governing.
- o A noticeable lack of policies are being put forward by class reps at council meetings. This must be addressed.
- o If we want to make strong action on people that run events, we might want to give the people that run events a bigger stake in EngSoc governance
- o Development of the new website is coming along, but there have been some technical difficulties.

- o The university ran into issues with authentication. If we were to switch the exam bank and authentication from the old website to the new one, we may lose the Central Authentication Service (CAS), and thus not be able to control site membership
  - o The EngSoc president is the ultimate decision-making authority on the project, but is trusting the judgment of the webmaster, Farwah.
  - o Question: Do the issues stem from using WordPress to build the site?
    - Nope. This is an internal issue
  - o New EngSoc members are still being asked to use the old exam bank to submit exams.
  - o Syllabuses are also being collected. They will not be posted until the syllabus bank is up and running and gets approval, but we want to hit the ground running with the bank.
  - o Could EngSoc reach out to its alumni community for syllabuses?
    - Not yet.
- Motion: Move into camera
  - o Mover: Abdullah Barakat
  - o Secunder: Matt McLean
- Moved into camera at 6:15, moved out at 6:18
  - o Due to the long presidential term (16 months as opposed to 12 for most schools), transition is presenting challenges. These challenges, however, are not unprecedented, and are being met with due diligence
- Speaking: Hannah Gautreau, incoming president
  - o The commissioners for the new term have been hired,
  - o Directors are being hired now
  - o As first action, the new president will pursue a policy of restructuring POETS management
  - o There will now be a POETS coordinator responsible for form approval, and scheduling POETS bookings
  - o Three POETS managers, and the POETS coordinator will also be supporting directors who are holding events in POETS.
  - o A new inventory management system will be introduced in RidgidWare
  - o If the system works, it may be implemented in Novelties
  - o Sarbajoy Majumdar: What are plans for first year engagement?
    - Director mentoring and first-year conferences will continue, placing emphasis on first-year engagement in EngSoc, and giving first-years exposure to EngSoc activities
  - o An emphasis will be placed on accountability for EngSoc representatives, and ensuring EngSoc operates professionally.
  - o Training will also be improved for representatives, with some onerous and potentially intimidating aspects being removed. Reps will now be eased in more effectively, rather than being tasked with reading an 8-page document in 2 days.

- o Kevin McNamara: A big complaint has been that there was no discussion, but council is responsible for making discussion. What are your thoughts relating to the role of council in creating parliamentary discussion?
  - For the diversity motion, there was discussion. But for the budget, there was very little discussion in the council meetings.
  - Andrew Svoboda: Sometimes, council has meetings and reps sometimes wonder why some points are being discussed
  - Allyson Francis: A conscious effort has been made to make council more useful.
  - Shale: But the ratio between motions introduced by council and the motion introduced by executives strongly favours the executive. How can we encourage council to increase votes?
  - Allyson Francis: The issue is largely cultural. Council does not recognize the authority that it has over their executives, and so are reluctant in issuing new motions.
  - Council is also not aware that they can mandate an exec to work on something.
  - Training does not seem to do enough to break this cultural barrier. It has proven difficult to communicate to council, that it can issue mandates, and introduce motions.
  - Andrew Svoboda: Hilariously, the joke motions used to do that.
  - The council problem is not unique on EngSoc, MathSoc has a similar problem. Perhaps we may collaborate to solve the problem
- o Andrew Svoboda: The POETS director idea is interesting. How does it shift the workload between the managers and the POETS coordinator?
  - Relatively little. The co-ordinator will not be responsible for maintaining POETS. They will be responsible solely for booking out POETS.
- o Abdullah Barakat: Does the role of POETS coordinator infringe on the portfolio of the Student Life Commissioner?
  - The relationship between the POETS coordinator and the SLC will be mutually beneficial. The POETS coordinator will consult with the SLC for help in reconciling schedule conflicts, and the SLC will be able to offload a part of their portfolio onto the co-ordinator

#### 4.0 Motion: Adoption of Board of Directors Procedures (See attachment)

- Speaking to Motion: Shale Craig
  - o Chapter 1, Section C.
  - o Leila Mema-Coleman: This section is in our constitution. Do we need to have an “objectives of the board” section in the documents, or not?
    - Allyson Francis: We should, as the board is currently presented as achieving these objectives. Making those objectives official is a good idea.
  - o Is this something we want to write now?
    - Sarbajoy Majumdar: It might be better to discuss it right now
  - o The way it is understood, board can change the Board policy manual at will.

- Allyson Francis: In the “objectives” section, would it be better to replace the term “provide” with “oversee”?
- Motion: Go into camera for brainstorming objectives
  - Mover: Shale
  - Secunder: Svoboda
- Result: Motion passes unanimously
- Moving into camera at 6:35 pm
- Moved out of camera at 6:43pm
  - Objectives are as follows
    - “Oversee overall direction”
  - Who would like ownership of this?
    - Sarbajoy will present objectives at the main meeting
- Changes
  - Strike section 1 C
  - Friendly amendment: Strike section 1C
  - Friendly amendment: capitalize T in “the Board”
  - Matt Mclean: Do we want to add a section for the chair with regard to breaking tie votes on the board?
    - This is already in the governing docs
  - Friendly Amendment: Added requirement D.1e., that presidents are required to update and publish docs
  - Friendly Amendment: documentation requirement for section D1c has been struck, The taking of minutes of board meetings is already required in the governing documents.
  - Amendment: Chapter 3 section A subsection 2, “shall occur” implies a requirement to bring in the incoming president.
    - It’s not necessary for this point to exist
    - Allyson Francis: Still necessary for transitioning
    - Logistically, inviting the president in seems like a good approach
  - As long as we meet with the required frequency, scheduling shouldn’t be an issue
  - Should we remove point two and 3 requiring regular meetings?
  - Friendly amendment: Strike point requiring meetings on a particular time, and review point 3
    - As long as the chair is reasonable, requiring to meet on a particular day and time are not needed, as long as meetings are conducted with the appropriate frequency.
    - Fixed wording from “chair shall” to “chair may” pull members
  - No issue with agenda section
  - Are we comfortable with the wording of the section regarding appointment of the chair and secretary to the board?
    - It is best that the board is not obligated to have a vote in the board, or to send out a call to applications for a chair and secretary, since those two appointees are managed by the board
    - Board runs board

- o Amendments section: The document can be amended by council vote on both societies
- o Question as to whether board is above council or not.
- o Council can do that to board, but board can't do bylaw changes
- o What is the consensus on Chapter V Section A subsection 2 subsection b?
  - Section d2 changed to council

Motion: Approve the changes

Mover: Abdullah Barakat

Secunder: Cody Bechberger

Abstentions: Shale Craig

Votes against: All but Shale Craig

No votes against

Result:

7 votes in favour,

0 votes against,

1 vote abstained

Noted abstentions:

Shale Craig has abstained due to a self-declared conflict of interest.

The fact that he has drafted the new documents may impact his impartiality in the decision to approve them as official.

## 5.0 New Business

- Andrew Svoboda formally resigns from the board
- Shale Craig formally resigns from the board
- Motion: Adjourn the meeting
  - o Mover: Cody Bechberger
  - o Secunder: Kevin McNamara
- Result: Motion Passes Unanimously