

Chair	Matt McLean
Secretary	Michal Kononenko
Expected Attendees	Leila Meema-Coleman, Sarbajoy Majumdar, Kevin McNamara, Victoria Debrincat, Abdullah Barakat, Allyson Francis, Andrew Svoboda (Call in), Shale Craig (Call in), Cody Bechberger
Excused Absences	None

Engineering Society Board of Directors Meeting Agenda

October 16 2014 - Special Meeting

1.0 Welcome and Call to Order

- Meeting called to order at 9:03 pm

2.0 Approval of Agenda

- *Motion:* Approve the Agenda for the Special Board of Directors Meeting
 - *Mover:* Majumdar
 - *Seconder:* Barakat
- *Motion passes unanimously*

2.1 Approval of Minutes

- *Motion:* Approve the minutes for the previous Board of Directors Meeting
 - *Mover:* Majumdar
 - *Seconder:* Barakat
- *Motion passes unanimously*

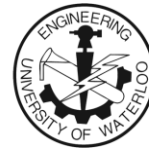
3.0 Procedural

3.1 Appointment of Michal Kononenko as Secretary

- *Motion:* Secretary Appointment – Appendix A
 - *Mover:* Bechberger
 - *Seconder:* Majumdar
- Unanimous

3.2 Declaration of Conflict of Interests

- *Speaking:* Chair McLean
 - Drafted and brought a form for all board members to state any conflicts of interest
 - A particular focus of the board is to disclose financial conflicts of interest. Disclosure of non-financial conflicts of interest is also appreciated.
 - The purpose of disclosure is to allow chair to provide another check to ensure that board members' decisions are free of such conflicts. It



is already best practice and expected for board members to excuse themselves if they feel they are in a conflict of interest

- *Discussion:* Should a procedure for declaration of conflicts of interest be implemented, or should declarations of conflicts of interest be handled more organically?
 - *Meema-Coleman:* There is no need for a conflict of interest to be explicitly declared as it is not in the bylaws
 - *Craig:* Interested in declaring general conflicts of interest for more understanding of decision-making process of the board.
 - *Francis:* If we decide on this issue, it won't be binding. We can mandate declarations on the board in a procedures manual, but we can change it.
 - *Bechberger:* Concurs with Director Francis, sees declarations of conflicts of interest as a best practices issue.
 - *Barakat:* Concurs with Director Bechberger
- Thoughts on whether these conflicts should be declared
 - *Meema-Coleman:* No need since it is not in bylaws
 - *Craig:* Interested in declaring general conflicts of interest
 - *Francis:* If we decide on this issue, it won't be binding. We can make it best practice in the procedure manual, but no need
 - *Bechberger:* Concurs, sees issue as a best practices issue
 - *Barakat:* If someone had a conflict of interest and did not mention it, it would be best practice to mention
 - *McLean:* Include self-excusal from room as corporate best practice. Prepared conflict of interest declaration forms. Good to catch the conflicts and act as a second layer
 - *Chair McLean* will fill one out. Secretary is not obligated
 - Will make form for chair, and one for board

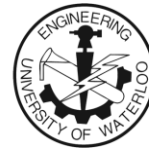
4.0 New Business

4.1 Appointment of B-Soc Board Member

- Motion: Move into camera
 - Barakat
 - Debrincat
- Unanimous
- Motion: Amend motion to add Don Tu's name to the motion
 - Debrincat
 - Barakat
- Unanimous
- Motion: Approval of motion for B-Soc Member Appointment
 - McNamara
 - Majumdar
- Unanimous

4.2 Setting a Process for Bringing A&B Soc together

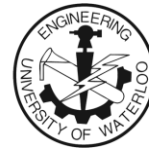
- *McLean:* Focus on board should be on bringing A & B Soc together
 - Thoughts



- Francis: Pointing out that this would be an idea that the board is a tool to bring the societies together, but not action committee
- Meema-Coleman seconds: Sees action as out of scope. Sees as board providing comments. Execs make vision 2015, board comments, really shouldn't be other way around. Exec disagreements should go to board
- Francis: If we want to get into long-range stuff, board should be involved, but bringing A & B should not be the purpose of the board
- Meema-Coleman: On a society, directorships also run term to term
- McNamara: Stuff that has to be same on both is also same on both
- McLean: Do we see this issue on board?
- Debrincat: Not really the board's position to tell exec what to do. Should be a decision on which the executive decides
- Francis: Council can do that, but Board should not be initiating this
- Meema-Coleman: Will bring this to board, and will respect the decision of board. Disagreements would be brought by Board to council
- McLean: Bringing up purpose of what is board. When does board step in?
- Meema-Coleman: When things are going wrong, when the board is corrupt and corrective action needs to be taken.
- McLean: So how will this be dealt with? Trying to figure out what we will be discussing
- Debrincat: We can rephrase the question as "what is it that board is doing?" Thinking of how board can bring together A & B societies, not about what is board's purpose
- Meema-Coleman: Purpose should be more as a check on stuff that doesn't go to council. Role should be more to oversee stuff that doesn't go to council.
- Debrincat: Shouldn't really be digging things up for Board to do, as board schedule can get busy in 3 or 4 years
- Bechberger: Isn't the A & B exec structure analysis the job of the Executive Review Committee?
- McLean: Where does that leave us?
- Bechberger: What helped us to get a good definition of what board should/shouldn't do. We have a good start.
- McLean: How do we continue in that direction?
- Debrincat: Take it one step at a time. When big things come up. When exec needs a big ruling, then board should step in. Otherwise go with the flow
- Craig: Board should be more of a moderation committee.
- Bechberger: Good point, especially when we are firmly setting the definition of what board is.
- McLean: Satisfied
- All board members satisfied with discussion
- McLean: Recap, if there is disagreement between execs, this will be brought to board

4.3 Add DealeXtreme to the official vendor list

- Discussion: This vendor has good deals on electronics, which benefits Ridgidware.



- McNamara: We really don't have a procedure for vendor approval, but a recent EngSoc audit recommended keeping a vendor list. Additions were done by council before being taken on by board.
- The intent is if we have an intention to buy things from outside vendors, then this list is a layer of oversight about where we want to buy
- McLean: The point of the vendor list is to make sure the vendor is a legitimate business
- Motion: Add DealeXtreme to the list of approved vendors
 - *Mover:* McNamara
 - *Secunder:* Bechberger
- Motion passes unanimously

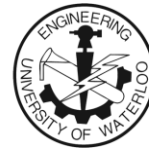
4.4 Online Engagement

- Craig: Clerical thing: Can we get a chat room open?
- McNamara: For next meeting, we can get people on the TV screen, and route audio to speakers. A webcam can also be mounted on the TV screen.

5.0 Adjournment of Meeting

- *Motion:* Adjourn the meeting
 - *Mover:* Craig
 - *Secunder:* Francis
- *Motion passes unanimously*

October 16, 2014



WATERLOO
ENGINEERING SOCIETY

Appendix A

Motion	To appoint Michal Kononenko as the Secretary of the Board of Directors
Title:	Secretary Appointment
Mover:	Bechberger
Seconder:	Majumdar
Spirit:	A secretary is required to record the minutes of the board meeting.
Whereas:	The on-steam president's attention should not be taken by secretary duties.
BIRT:	The Board of Directors appoint Michal Kononenko as Board of Directors Secretary for the Fall 2014 Term.

Appendix B

Motion	
Title:	B-Soc Board Member Appointment
Mover:	McNamara
Seconder:	Majumdar
Spirit:	A B-Soc board member has to be chosen to fill a vacant spot.
Whereas:	
BIRT:	The Board of Directors appoint the person listed below as B-Soc Board member for the 2014-2015 school year. 1. Don Tu