

February 28, 2015

Chair	Matt McLean
Secretary	Michal Kononenko
Expected Attendees	Leila Meema-Coleman, Sarbajoy Majumdar, Kevin McNamara, Abdullah Barakat, Allyson Francis, Andrew Svoboda, Shale Craig, Don Tu
Call-in Attendees	Cody Bechberger, Victoria Debrincat
Excused Absences	

A special meeting is scheduled for 2015-03-13 at 5:30 PM. The next board meeting is scheduled for 2015-03-22

Engineering Society Board of Directors Meeting Minutes

Saturday, February 28, 2015 4:00 pm

1.0 Welcome and Call to Order

- Meeting called to order at 4:11 pm
- *Motion:* Delete the duplicate mid-term spending update from the agenda
 - *Mover:* Kevin McNamara
 - *Seconder:* Shale Craig
 - *Result:* Motion passes unopposed
- *Motion:* Add an item to the agenda to discuss board procedure discussion
 - *Mover:* Shale Craig
 - *Seconder:* Leila Meema-Coleman
 - *Result:* Motion passes unopposed

1.1 Approval of January Minutes

- *Motion:* Approve the January minutes
 - *Mover:* Kevin McNamara
 - *Seconder:* Leila Meema-Coleman
 - *Result:* Motion passes unopposed

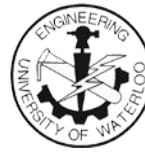
2.0 Information: Mid-term spending update

- Speaking: Kevin McNamara:
 - For some accounts, such as conferences, it might make more sense to expense them over the year, rather than the term, as many are held on an annual basis
 - Question: Why do we have zero in the sponsorship budget?
 - Waiting for student fees to be processed



February 28, 2015

- Question: Why are we over budget in the ECIF account?
 - ECIF is currently budgeted on a term-by-term basis. Many of the items that we have purchased this term have already been budgeted for in previous years. For this term the fund has run a deficit, but the fund overall is not in a deficit.
- Overall, the EngSoc budget is healthy
- Ridgidware was not included in the budget due to an oversight. The budget will be updated accordingly.
- *Subject: C & D:*
 - Things are looking good in the C&D.
 - We are over-budget on repairs and supplies for the shop, but not to an unacceptable degree, and not significantly impacting the bottom line of the C&D
 - Since C&D expenses can fluctuate over a term, a more informative summary of the C&D's financial condition will be available at the end of the summer term, when end-of-year budgets and actuals will be available.
 - The actuals and budget review is in progress, but we are making decent progress on it.
 - Due to the relatively limited time window available for budgets, a more formal, standardized budget package is currently being prepared
 - This package, designed for the board, will include actuals, useful metrics, and charts
 - *Point: Shale Craig* It would be good to see pie charts of spending with the status update
 - *Point: Leila Meema-Coleman:* It would also be useful to see a budget not just broken down by year, but broken down by term
 - Moving forward, it would make sense for a lot of EngSoc accounts to be budgeted for a year. That way, board and council would do approvals for budget actuals, instead of approving a new budget every term. Any changes to the council earmarks at that point would then be listed as being over budget on the annual budget
 - *Question:* If we're doing actuals approvals instead of approving a term budget, what would be the process of approving and ratifying the budget? Who would control the budget?
 - Annual budgets would be the responsibility of the board. Council will still ratify changes every term, and if the societies spend more or less, this will be reflected in the actuals.



February 28, 2015

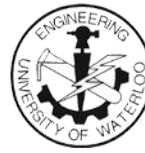
- This would not affect all EngSoc accounts. Some accounts would still be budgeted every four months, some would be budgeted for every year.
- For example; sponsorship can be budgeted for every four months. It's a mandatory spending program, and so the income is relatively predictable
- *Question:* According to the bylaw, the VP Finance is not required to be on the board. Who will bring these budget updates to board if the VP Finance is not on it?
 - See the upcoming GRC motion for an update

3.0: Motion: (GRC was fun)

See Appendix A for the motion

Speaking to Motion: Leila Meema-Coleman

- This motion builds off the work done by the Governance Review Committee (GRC) last year. They have done a great job, but there are some issues that have been highlighted this year.
- This motion draws on experiences from term general meetings, of which there has been one and we have been preparing for the second, in order to make changes to the meeting structure. Document changes have also been considered on a basis of comparing against the spirit of what is in the document to the practical implementation of the bylaws and policies.
- By approving this motion, a motion similar to this one will be presented at the 2015 Engineering Society Joint Annual General Meeting (JAGM).
- The list of changes are outlined in red in the motion, and a brief summary is provided below
 - Currently, if we need to amend a bylaw, we need to provide 30 days' notice
 - Right now, it is very difficult to pass changes to governing documents, for members-at-large and even representatives, without significant executive involvement
 - We can discuss ways to optimize the document change process, but decreasing notice required for meetings would be a good start
 - From the executive side as well, 30 days executive notice is a bit too excessive. In the fall term, meetings are often held on the first week in October, and so notice has to be given during orientation week which gets missed by students
 - The amended bylaw will change the general meeting timeline to the following
 - No later than 21 days before the meeting, notice will be given of the meeting, along with a call for agenda items
 - No later than 10 days before the meeting, an agenda will be published
 - *Friendly Amendment:* Special meetings will also need to include the full text of the agenda



February 28, 2015

- *Friendly Amendment:* The requirement for publishing the agenda in the Iron Warrior will be struck, requiring the agenda to be published on the website instead
 - *Counterpoint:* Isn't it irresponsible to publish only to the website, given that the site has a low estimated viewership?
 - It might be a good idea to put the agenda on posters for circulation
- *Point:* We can apply the same standards that we use for exec elections
- *Friendly Amendment:* A requirement that the notice is published on poster boards
- *Speaking:* Leila Meema-Coleman
 - Another part of this motion is to introduce an appendix to the governing documents, which will hold standard EngSoc forms. The first form in this appendix will be the standard proxy form for general meetings.
 - *Question:* How would we handle form disputes? How can we ensure that a member cannot fill out a proxy form on behalf of another member maliciously?
 - We could send an email from the speaker to the member whose vote is being proxied in order to confirm that the proxy request is genuine.
- *Speaking:* Matt McLean
 - Right now, we're delegating the decision-making about disputes to the speaker; we can delegate it to the documents.
 - The speaker, however, is the one who interprets the documents, and a method for canceling proxies is already in Robert's Rules.
 - An example entry for quest ID should also be added to the proxy form, in order to avoid confusing it with the student number
 - *Question:* Why not make proxy forms the responsibility of the person whose vote is being proxied?
 - Logistically, this can be difficult
 - *Svoboda:* It might actually not be. To authenticate the form, it should be sent from a uwaterloo email
 - *Friendly amendment:* Require that the form be delivered in person, or sent in from the uwaterloo email of the member whose vote is being proxied
 - According to corporate law, an auditor's report must be published every year and ratified at an annual general meeting.
 - *Question:* Why do we get the report in October?
 - It takes a while for the report to make its way to us from the auditor and down through the ranks of Feds
 - There is, however, a requirement to send the auditor's report to every EngSoc student. This has the unintended effect of saturating members with unnecessary information, and so that requirement will be struck



February 28, 2015

- *Friendly amendment:* Add the point that if a director graduates during their term of office, they will retain their position on the board, but will be unable to run again
- *Question:* Why even allow graduates to remain on the board?
 - This way, we can reduce vacancies on the board, and let students finish their board term without having to worry about byelections
- The changes to the governing documents will also require that adding items to a special meeting agenda during the meeting must be unanimous
- A requirement will also be added for the on-term president to publish minutes, and for the off-term president to be responsible for minute taking should the secretary be unavailable
- A requirement will be added for the board chair to be appointed by a resolution of the board, and board members will no longer be eligible to run for the board.
- A requirement will be added that any director with unexcused absences from meetings may be recalled by a resolution of the board
- Council will now also be able to elect members to the board should a seat on the board be vacant after an election at the JAGM.
- *Question:* What if a vacancy occurs for reasons other than the election failing to elect the requisite amount of members?
 - Section L1 has been updated so that these rules apply toward resolving all vacancies
- *Question:* Why are these elections tabled to council meetings? Shouldn't they be tabled to a term general meeting?
 - Ideally yes, but the logistics of planning that would be very difficult
- A section was also added allowing board to vote on issues via electronic means
- *Discussion:* Possible amendments
 - How do people feel about having the on-term VP Finance as an *ex-officio* non-voting member on the board?
 - Wouldn't this mean that the VP Finance would be unable to run for board?
 - The VP Finance could hold both titles simultaneously
 - A rule stating that no board member can simultaneously hold two voting positions would also be useful
 - There are several complications with term general meetings and the current process to change EngSoc bylaws, due to the requirement for two separate societies to come to agreement. How can we streamline the process of changing bylaws? What is the role of term general meetings?



February 28, 2015

- Currently, the role of these meetings is to increase EngSoc transparency for members
- However, not being able to change bylaws seems to go against the point of a general meeting
- As a consequence, if a member wants to change a bylaw, it has to pass on ASoc, then BSoc. If it doesn't pass on BSoc, it's held back a year
- It also looks like we're creating too many levels of meetings without adding much value to EngSoc governance
- If we found a way to livestream the JAGM, or allow a remote presence the way FedS does, then we could deprecate term general meetings
- Term general meetings currently discuss the same things as council, but are more difficult to hold and do not add anything substantive to debate
- Let's keep the meeting structure how it is, and move this discussion to a separate motion
- The EngSoc executive currently requires that anyone holding an executive office also maintain a minimum academic standing. Should board adopt a similar procedure? Should we care if board members fail their terms?
 - Considering board is an office of significant responsibility, board members should be held to the same standards as executives
 - Furthermore, the governing documents already have a framework built in for dealing with executive academic offences
 - Unfortunately, there is no way to determine an applicant's academic record at JAGM
 - Furthermore, this system does not account for academic petitioning. If a student unfairly failed a term, and the petition repeals the failure, then the applicant for board was unfairly denied.
 - How does exec handle academic petitions?
 - Currently, there is no system to handle it
 - If an executive is not enrolled in classes, it is assumed that they failed the term
 - But does academic standing affect someone's ability to represent the student body? The executive has an academic requirement due to the high workload.
 - Let's table this discussion for a later time.
 - *Discussion point tabled*
- *Motion: GRC was fun*



February 28, 2015

- *Mover:* Leila Meema-Coleman
- *Seconder:* Andrew Svoboda
- *Result:* Motion passes

4.0 Motion: Transition is Fun

- *Motion:* Transition is Fun
 - *Speaking to Motion:* Leila Meema-Coleman
 - It would be a good idea if board can invite the incoming president to a meeting before their term starts
 - Board could decide to what meeting the president could be invited
 - This would allow the incoming president to get up to speed on board's activities.
 - Board runs Board.
 - *Mover:* Leila Meema-Coleman
 - *Seconder:* Cody Bechberger
 - *Result:* Motion passes unopposed

5.0 Motion: Let General Members do it

- *Motion:* Let General Members Do It
 - *Speaking to Motion:* Leila Meema-Coleman
 - It is best practice to let students elect their representatives when possible
 - *Mover:* Leila Meema-Coleman
 - *Seconder:* Allyson Francis
 - *Result:* Motion passes unopposed

5.1: Approval of Proxy Form (See attachment)

6.0: Discussion: Should Board replace ECIF?

- EngSoc oversees a lot of committees. Getting rid of ECIF might work
- The sponsorship committee would stay with council, but since ECIF is a joint body anyway, and since board reviews corporate finances, running ECIF from board would add meaningful discussion and optimize resource allocation.
- However, taking on ECIF would increase Board's workload. Can board commit to this?
 - Realistically, we can put the VP Finance in charge of collecting proposals and submitting to board.
 - The rest of the logistics will stay the same, but the ECIF committee will be absorbed into the Board.
 - In spirit, board members are at-large members, similar to ECIF members
 - This term, BSoc needs to elect ECIF members. Action should be done



February 28, 2015

- o Board is in favour of this idea

7.0: Board procedure document discussion

- Shale prepared a rather long document. Feedback is appreciated, but will not go through it at the moment
- The document will be formatted like the governing documents.
- *Discussion has been tabled*

8.0: New Business

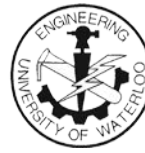
- Board document revision history:
 - o It would be useful to implement a version control system for our governing documents. It would allow people to “walk” through a history of the governing documents line by line, and would allow changes to be seen very clearly
 - o We could host docs on an online host, but we cannot have a revision history through PDF. The main line of this repository can be published in PDF
 - o All the old motions are archived
 - o Currently, the president maintains documents. This issue can be explored better if we appointed someone to maintain documents.
 - o MathSoc is currently rewriting their governing documents in LaTeX and is using git for version control.
 - o We could do something a little less complicated, such as Markdown for writing and host the documents on a GitHub repository
 - o The implementation would be pretty straightforward

Motion: Adjourn the meeting

Mover: Cody Bechberger

Seconder: Don Tu

Result: Motion passes



February 28, 2015

Title	GRC was fun
Mover	Leila Meema-Coleman
Second	
Spirit	To receive approval from Board to propose the following motions at JAGM stemming from the governance review committee (GRC).
WHEREAS	The GRC was elected to investigate and propose changes to the Society regarding the Board, General Meetings, and Incorporation.
AND WHEREAS	The changes have been in place for 8 months now and some problems have been found.
BIRT:	The Board accepts the changes to the Governing Documents as attached as agenda items for the 2015 JAGM to be brought forward by President A on behalf of the Board.

Title	Transition is fun
Mover	Leila Meema-Coleman
Second	
Spirit	To improve the transition between terms for the President Board seat.
WHEREAS	The President holds their seat on Board for their term of Presidency that differs from other Board Members.
AND	It is in the best interest of the Board to try to diminish the



February 28, 2015

WHEREAS	amount of time it takes the President to get up to speed on previous Board discussions and the procedures of the Board.
BIRT:	The Board formally invites the incoming President to attend one Board meeting as an observer prior to starting their term as Presidency.
BIFRT:	This invitation extends to all incoming Presidents until otherwise determined by the Board.

Title	Let General Members Do it
Mover	Leila Meema-Coleman
Seconder	
Spirit	To allow for general members to fill the soon to be vacant Board seats.
WHEREAS	There will be two vacant B-Society seats on the Board in May.
AND WHEREAS	The timing will work out to allow for the remaining seats to be elected at the B-Society General Meeting this term.
BIRT:	The Board delegates the task of filling the vacant seats on Board to the General Members to be carried out at the Winter 2015 General Meeting.
BIFRT:	The on-term President submit the motion to elect the Board Members on behalf of the Board.