



September Board of Directors Meeting

1. **Adoption of the Agenda**
2. **Approval** of the August Board of Directors Meeting Minutes (Appendix A)
3. **Approval** of the August Board of Directors In-Camera Meeting Minutes (Appendix A1, distributed to Board members only)
4. **Approval** of the Finance Committee Meeting Minutes (Appendix B)
5. **Approval** of the Academic Advocacy Committee Meeting Minutes (Appendices C1-C2)
6. **Approval** of the September Policies and Structures Committee Minutes (Appendix D)
7. **Officer & Orientation Reports**
 - a. President – Ernesto Diaz Lozano Patino (Appendix E)
 - b. VP Finance – Rachel Reding (Appendix F and Q)
 - c. VP Communications – Reena Cabanilla (Appendix G)
 - d. VP Academic – Oghosa Igbinakenzua (Appendix H)
 - e. VP Student Life – Madeleine Santia (Appendix I)

8. **MOTION by Raffi Dergalstian to ratify the results of the 2015 First Year Board of Directors Elections**

WHEREAS the Chief Returning Officer has submitted the results of the elections for the 2015-2016 Engineering Society Board of Directors, attached as Appendix Q1;

BE IT RESOLVED THAT the results of the 2015 Engineering Society First Year Board of Directors Elections are received and ratified.

9. **MOTION by Raffi Dergalstian to ratify the results of the 2015 Discipline Club Elections**

WHEREAS the Chief Returning Officer has submitted the results of the elections for the 2015-2016 Engineering Society Discipline Club Elections, attached as Appendix Q2;

BE IT RESOLVED THAT the results of the 2015 Fall Engineering Society



Discipline Club Elections are received and ratified.

- 10. MOTION** by Raffi Dergalstanian to ratify the results of the 2015 Fall Class Representative Elections

WHEREAS the Chief Returning Officer has submitted the results of the elections for the 2015-2016 Engineering Society Class Representatives, attached as Appendix Q3;

BE IT RESOLVED THAT the results of the 2015 Fall Engineering Society Class Representative Elections are received and ratified

- 11. MOTION** by Ernesto Diaz Lozano to authorize the President and VP Finance to sign the Associate Membership Agreement (Appendix J) with the Students' Administrative Council of the University of Toronto (UTSU) on behalf of the Engineering Society (ENGSO)

WHEREAS All the full-time undergraduate engineering students are members of both UTSU and ENGSO, and

WHEREAS A referendum held by ENGSO in 2013 demonstrated strong support from ENGSO's membership to advocate for a fee diversion of the engineering students' UTSU membership dues to ENGSO, and

WHEREAS the ENGSO officer team has negotiated with the UTSU Executive Committee an "Associate Membership Agreement" by which ENGSO will receive 50% of the engineering students' UTSU membership fees,

BE IT RESOLVED THAT the Board authorizes the ENGSO President and VP Finance to sign the Associate Membership Agreement with the UTSU presented in the appendix.

- 12. SPECIAL MOTION** by Ernesto Diaz Lozano to amend Bylaw 1 The Constitution

WHEREAS Bylaw 1 Section 4.1 currently reads:

4.1 Board of Directors

4.1.1 The Board shall comprise:

- a. The Five (5) Officers of the Engineering Society;
- b. Nine (9) Discipline Representatives as follows:
 - i. Chemical Engineering Representative;
 - ii. Civil Engineering Representative;
 - iii. Computer Engineering Representative;
 - iv. Electrical Engineering Representative;
 - v. Engineering Science Representative;



- vi. Industrial Engineering Representative;
- vii. Materials Science and Engineering Representative;
- viii. Mechanical Engineering Representative;
- ix. Mineral Engineering Representative;
- c. Three (3) Representatives from First Year
- d. Four (4) Upper Year Representatives, elected from Second, Third, Fourth Year or PEY representing the Society At-Large.

WHEREAS the UTSU Associate Membership Agreement requires that EngSoc give the UTSU a seat in the EngSoc board,

BE IT RESOLVED THAT Bylaw 1 Section 4.1 now read
4.1 Board of Directors

- 4.1.1 The Board shall comprise:
 - a. The Five (5) Officers of the Engineering Society;
 - b. Nine (9) Discipline Representatives as follows:
 - i. Chemical Engineering Representative;
 - ii. Civil Engineering Representative;
 - iii. Computer Engineering Representative;
 - iv. Electrical Engineering Representative;
 - v. Engineering Science Representative;
 - vi. Industrial Engineering Representative;
 - vii. Materials Science and Engineering Representative;
 - viii. Mechanical Engineering Representative;
 - ix. Mineral Engineering Representative;
 - c. Three (3) Representatives from First Year
 - d. Four (4) Upper Year Representatives, elected from Second, Third, Fourth Year or PEY representing the Society At-Large.
 - e. One (1) ex-officio director appointed by the Student's Administrative Council of the University of Toronto (UTSU) Executive committee (the UTSU Representative).
 - i. The UTSU Representative shall not be subject to the Automatic Recall provisions set forth in section 4.12 in this Bylaw
 - ii. The UTSU Representative shall be entitled to attend and be entitled to vote, on all in the same manner as any other representative of the Board.

13. SPECIAL MOTION by Ernesto Diaz Lozano to amend Bylaw 1 The Constitution

WHEREAS Bylaw 1 Section 7.1 .currently reads:



- 7.1. Bylaw 1 (The Constitution of the University of Toronto Engineering Society)
 - 7.1.1. Bylaw 1 shall specify the fundamental organization of the Society.
 - 7.1.2. Bylaw 1 may only be amended by:
 - a. A two-thirds vote at a General Meeting; or
 - b. A two-thirds vote at the Board of Directors Meeting.
 - 7.1.3. In the case of 7.1.2.b, such amendment must be ratified by a two-thirds vote at:
 - a. A General Meeting called for that purpose; or
 - b. The next Annual General Meeting.
 - 7.1.4. If such approval has not occurred by the next Annual General Meeting the amendment is struck down and neither it nor any substantially similar amendment, may be proposed at a meeting of the Board for one year following the date of the Annual General Meeting.

WHEREAS the implications of the term “ratified” in section 7.1.3 are not clear in terms of when a Bylaw 1 amendment approved at a board meeting takes effect, and

WHEREAS the Ontario Corporations Act (OCA) Section 68 subsection 2 reads:

(2)A by-law passed under subsection (1) and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the shareholders duly called for that purpose, is effective only until the next annual meeting of the shareholders unless confirmed thereat and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the shareholders.

WHEREAS the OCA clearly allows bylaw amendments to take effect immediately after being approved by the board, and remain in effect until the Annual General Meeting, where they must be confirmed,

BE IT RESOLVED THAT Bylaw 1 Section 7.1 now reads:

- 7.1 Bylaw 1 (The Constitution of the University of Toronto Engineering Society)
 - 7.1.1. Bylaw 1 shall specify the fundamental organization of the Society.
 - 7.1.2. Bylaw 1 may only be amended by:
 - a. A two-thirds vote at a General Meeting; or
 - b. A two-thirds vote at the Board of Directors Meeting.
 - 7.1.3. In the case of 7.1.2.b, such amendment is effective only until the next Annual General Meeting unless confirmed thereat and, in



default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a General Meeting. If such approval has not occurred by the next Annual General Meeting the amendment is struck down and neither it nor any substantially similar amendment may be proposed at a meeting of the Board for one year following the date of the Annual General Meeting.

14. SPECIAL MOTION by Ernesto Diaz Lozano to ratify the Discipline Club Constitutions

WHEREAS Bylaw 7 Section 1.0.4.b states that the Board may decline the release of Discipline Club Funding if the club does not have a constitution that has been ratified by the Board or is not in compliance with its Board-approved Constitution; and

WHEREAS the President has gone through Discipline Club constitutions to verify their compliance.

BE IT RESOLVED THAT the following Discipline Club constitutions submitted as Appendices K1 and K2 be ratified by the Board of Directors: Chemical Club and Mechanical Club

15. MOTION by Rachel Reding to approve the changes to the Operating Budget of the Engineering Society

WHEREAS the Vice President Finance is required to prepare a budget of operating expenses for the year, in accordance with the Bylaws of the society; and

WHEREAS it is prudent to update the budget throughout the year based on actual expenditures and changing circumstances;

BE IT RESOLVED THAT the changes to the Operating Budget of the Engineering Society as outlined in Appendices L1 and L2 be approved.

16. MOTION by Rachel Reding to approve 2015-2016 Discipline Club Funding

WHEREAS the release of funding to recognized Discipline Clubs is authorized annually by the Board per Bylaw 7; and

WHEREAS the Finance Committee has reviewed and approved budgets from all of the nine (9) Discipline Clubs at the August 2015 Finance Committee Meeting as per Bylaw 7; and



WHEREAS final enrolment numbers are not yet available from the Registrar's Office;

BE IT RESOLVED that funding be released to the following Discipline Clubs according to the following amounts, 60% to be disbursed following receipt of student fees by the Society, 30% in January 2015 and 10% in March 2015:

Chemical Engineering Club - \$3,403.00
Civil Engineering Club - \$3,502.00
Computer Engineering Club - \$2,993.50
Electrical Engineering Club - \$5,189.50
Industrial Engineering Club - \$2,872.00
Mechanical Engineering Club - \$4,627.00
Engineering Science Club - \$1,720.00
Materials Science Club - \$5,608.00

17. Motion by Oghosa Igbinakenzua to reopen nominations for Board of Directors seat the Academic Advocacy Committee

WHEREAS the Faculty Council and Faculty Council Standing Committees will be preparing for a variety of academic initiatives this year; and

WHEREAS the Representatives of the Engineering Society, as the unified voice of the student body, require guidance and direction from a committee of interested students in their representation to Faculty Council and its Standing Committees; and

WHEREAS initiatives such as an Engineering Society anti-calendar, mid-course evaluations, and continuous curriculum improvements require student input;

WHEREAS that the Academic Advocacy Committee be composed of the VP Academic, three (3) members of the Board of Directors, and Three (3) Faculty of Engineering students; and one (1) representative from each discipline appointed by discipline club chairs

BE IT RESOLVED THAT the Board of Directors direct the Speaker to conduct the nominations and election process for the three (3) Board of Directors members of the Academic Advocacy Committee immediately.

18. SPECIAL MOTION by Reena Cabanilla to amend Bylaw 2, the Directors Bylaw

WHEREAS the PSC has reviewed and revised Bylaw 3, which was approved in the August Board of Directors meeting; and



WHEREAS there are sections in Bylaw 2 that are affected by these revisions;

BE IT RESOLVED THAT the revised version of Bylaw 2 as presented in Appendix M be adopted

19. SPECIAL MOTION by Reena Cabanilla to amend the Bylaws and Policies

WHEREAS the PSC has reviewed the Bylaws and Policies for spelling and grammar;

BE IT RESOLVED THAT the revised version of the Bylaws and Policies as presented in Appendices N be adopted.

20. DISCUSSION ITEM: UTSU Board Reform Proposal

21. DISCUSSION ITEM: Skule Endowment Fund Committee Representatives' approval procedure (Appendix P)

22. OTHER BUSINESS

23. ADJOURNMENT



Attendance

Officers		
President	Ernesto Diaz Lozano Patino	
VP Finance	Rachel Reding	
VP Communication	Reena Cabanilla	
VP Academic	Oghosa Igbinakenzua	
VP Student Life	Madeleine Santia	
Directors of the Board		
At-Large	Kevin Rupasinghe	
At-Large	Ryan Gomes	
At-Large	Aidan Solala	
At-Large	John Sweeney	
Chemical Representative	Jason Tang	
Civil Representative	Peter Luo	
Computer Representative	Milan Maljkovic	
Electrical Representative	Andrew Boetto	
Engineering Science Representative	Apurv Bharadwaj	
Industrial Representative	Benjamin Leung	
Materials Science Representative	Amy Zhao	
Mechanical Representative	Robert Goldberg	
Mineral Representative	Ognjen Kelec	
<i>First Year</i>	<i>Vacant</i>	
<i>First Year</i>	<i>Vacant</i>	
<i>First Year</i>	<i>Vacant</i>	
Speaker (Non-Voting)	Billy Graydon	
Members of the Society (Non-Voting)		

A – Absent

AwR – Absent with Regrets

P – Proxy