



August 2015 Board of Directors Meeting

o. MOTION by the Speaker to adopt the unofficial agenda

WHEREAS there were many late additions to the agenda this month, and

WHEREAS many of these are critical for the functioning of the Society,

WHEREAS the wording and numbering of these additions are presented in this unofficial agenda,

BE IT RESOLVED THAT a motion to adopt the June meeting minutes be added to the agenda; and

BE IT FURTHER RESOLVED THAT a motion to accept the August Policies and Structures Committee minutes (Appendices P1-P2) be added to the agenda; and

BE IT FURTHER RESOLVED THAT a motion to adopt the amended Operating Budget be added to the agenda; and

BE IT FURTHER RESOLVED THAT a motion to approve allocations made from the special projects funding pool to Spark Design Club be added to the agenda; and

BE IT FURTHER RESOLVED THAT a motion to approve allocations made from the special projects funding pool to The Cannon Newspaper be added to the agenda; and

BE IT FURTHER RESOLVED THAT a motion to approve the retainer of Borden Ladner Gervais be added to the agenda; and

BE IT FURTHER RESOLVED THAT all motions and references thereto be renumbered accordingly

Ernesto: There are very important motions here, we need a unanimous vote.

No objections.

Motion o adopted.

1. Adoption of the Agenda

No objections.



Agenda adopted (3:04 PM)

- 2. MOTION** by the Speaker to vote on motions 3 to 8 in omnibus

No objections.

Motion carries.

Minutes are adopted. All in favour

- 3. Approval** of the corrected June Board of Directors Meeting Minutes (Appendix O)
- 4. Approval** of the July Board of Directors Meeting Minutes (Appendix A)
- 5. Approval** of the August Finance Committee Meeting Minutes (Appendix B1)
- 6. Approval** of the Academic Advocacy Committee Meeting Minutes (Appendices C1-C3)
- 7. Approval** of the August Affiliation Committee Minutes (Appendix D)
- 8. Approval** of the August Policies and Structures Committee Minutes (Appendices P1-P2)
- 9. Officer & Orientation Reports**

- a. President – Ernesto Diaz Lozano Patino (Appendix E)

Aidan: Can we structure a clause so we recommend people for them to appoint on the Board?

Ernesto: The Board member will be a member of their Executive Committee.

Billy: What if they appoint Ryan?

Raffi: Can they appoint a non-Engineering student?

Ernesto: Yes. This is our shot. We've tried for many years. The UTSU may create a new VP (VP Pro-fac) and it may be new person they appoint.

Kevin: Can we see the full details?

Ernesto: We will share the full contract. It's likely we won't lose that much.

Raffi: There's no clause that says we have to have our clubs affiliated with UTSU?



Ernesto: No.

Billy: Did you talk to lawyers about the legalities of having a Board Member?

Ernesto: Yes.

Milan: Can we have them be a non-voting member?

Ernesto: In negotiations they're voting member.

Raffi: I think we can remove their voting rights. We will have to restructure Bylaw 1 significantly.

Ernesto: The lawyers will assist us. They have our bylaws.

b. VP Finance – Rachel Reding (Appendix F and Q)

Ernesto: Does board feel comfortable with this arrangement for Discipline Club funding? Rachel can bring forward a formal motion.

Aidan: It's on par with what we've talked about.

- c. VP Communications – Reena Cabanilla (Appendix G)
- d. VP Academic – Oghosa Igbinakenzua (Appendix H)
- e. VP Student Life – Madeleine Santia (Appendix I)

Aidan: Where's Gradball?

Maddy: Liberty Grand.

f. Orientation Chair- Milan Maljkovic (Appendix J)

10. MOTION by Rachel Reding to approve the amendments to the Operating Budget of the Engineering Society

WHEREAS the Finance Committee reviewed the Ombudsman and Systems Administrator budgets; and

WHEREAS the Ombudsman and the Systems Administrator were previously allocated \$300 and \$0 respectively;

BE IT RESOLVED THAT the budgets for the Ombudsman and the Systems Administrator be amended to \$500 and \$500 respectively.

Seconded By John.



Rachel: For sysadmin, this was allocated at 0 because we didn't have a sysadmin. She gave me the budget and we reviewed that. We missed Ombudsman when we did that review. Now that the Finance Committee has reviewed the budget, we amended it to 500.

Aidan: What are they planning on using that money for?

Rachel: For the Ombudsman, one of the bigger things was a census. That will go in the Frosh kits. Another thing was \$50 prizes for participating in the school wide census. For Sysadmin, \$200 was allocated in case of emergency. We didn't want to mess around if something broke. Another thing was a new monitor for Rhonda, which is \$150.

Motion adopted.

No objections.

11. MOTION by Rachel Reding to approve allocations made from the special projects funding pool to Spark Design Club

WHEREAS Spark Design Club has applied for special projects funding for \$1100 to facilitate a workshop for the Frosh during Orientation 1T5; and

WHEREAS the workshop has two events; and

WHEREAS the first event is LED Capsule Manufacturing while the second event is the hourglass (time turner) assembly that corresponds with the theme of Orientation 1T5;

BE IT RESOLVED that Engineering Society disburses \$500 from the special projects funding pool to Spark Design Club.

Seconded By Milan.

Rachel: In previous years they got what they requested, around \$400-\$600. The other thing was how reusable the project was. This is a one-time event, but most of what they're requesting is not reusable. We tried to work with them to get that amount down. Based on funding we had for Special Projects, \$1000 was too much. \$500 was in the range they got for previous years.

Jason W: Last year's was very simplified. It was a paint by numbers. The previous two years was LED throwing. There are more materials for this year. We're hoping to have an increase from \$500.

Jason W amends the BE IT RESOLVED clause from "\$500" to "\$750".



Jason W: The reason we plan to increase was because last year's was very simplified compared to two years before that. Compared to the budgets with LEDs throwing (two years before last year), it's sort of the same.

John: Just to clarify, traditionally you would request funds from Special Projects every year?

Jason W: It's on a year basis.

Aidan: You do receive funding for club funding.

Jonathan: We haven't applied for funding yet.

Aidan: For future reference, even if you don't know, if you budget it in club funding, you avoid having to come to step of Special Projects.

Ernesto: Procedurally, we approved the Finance Committee decision that was there. If we approved it to \$750, we have to reword it appropriately.

Ernesto amends the amendment: BE IT RESOLVED THAT the Engineering Society increases the disbursement of \$500 as approved in the Finance Committee meeting minutes to \$750.

Amendment amended. No objections.

Rachel: One of the main reasons was that a lot of these materials are not reusable. This is not what we want Special Projects to go for. This is quite a large amount to give to one group.

Ogi: What if it does not increase?

Jonathan: We would not be able to buy the rest of the materials. We don't think it's likely to run event.

Jason W: don't have a lot of funds.

Jason T: You don't have a backup plan?

Jonathan: We applied in May. We were counting on Special Projects funding.

Milan: You're using LEDs, would you be able to use it for other projects?

Jonathan: We do use LEDs for other projects.

Jason W: We have to order materials from the States.



Milan: Is it reasonable to assume in club funding they apply for the \$750?

Rachel: Club funding wouldn't be affected by Special Projects funding.

Aidan: May funding is for EngSoc funding and doesn't have to do with Discipline Clubs. Special Projects should be used for an investment.

In favour of amendment: Milan, Amy, Ben, Oghosa, Apurv, Jason T
Opposed: Aidan, Rob, John, Ogi, Maddy, Ernesto, Reena, Rachel,
Abstentions: Kevin

Amendment fails.

Motion carries. No objections.

12. MOTION by Rachel Reding to approve allocations made from the special projects funding pool to The Cannon Newspaper

WHEREAS ~~Spark Design Club~~ Cannon has applied for special projects funding for \$80 to paint their mural space in the SF Pit and a banner; and

WHEREAS they are requesting money for paint and painting tools, and the mural and banner will last for several years;

BE IT RESOLVED THAT the Engineering Society disburses \$80 from the special projects funding pool to The Cannon Newspaper.

Reena seconds.

Rachel: Same as last one, it was approved when we approved the Finance Committee minutes.

Aidan: When it says paint and painting tools, multiple groups around schools that have paint and painting tools. Will they make their way to those groups to use them? Does the Cannon plan to reuse their tools?

Rachel: I think it's up to the cannon. That will be a comment for Edgar.

Raffi: They're requesting money for a mural and a banner. At the Policy and Structures Committee meeting they brought a banner into EngCom. Where did money come from?

Aidan: It was painted on the assumption that it would get approved.

In favour: Ernesto, Reena, Oghosa, Maddy, Ogi, Amy, Kevin, Rachel



Opposed: Jason T, Aidan, John, Ben
Abstentions: Milan, Apurv

Motion passes.

13. MOTION by Ernesto Diaz Lozano to affiliate the University of Toronto Engineering Society with the Engineering Student Societies' Council of Ontario (ESSCO)

WHEREAS the University of Toronto Engineering Society withdrew its membership from ESSCO in 2013, and

WHEREAS the Engineering Student Societies' Council of Ontario passed a motion at their 2014 AGM amending their constitution so that only ESSCO members can send delegates to the Ontario Engineering Competitions (OEC), and

WHEREAS The University of Toronto Engineering Society is affiliated with the Canadian Federation of Engineering Students (CFES) in order to be able to send delegates to the Canadian Engineering Competitions (CEC) in case our delegates are successful at OEC, and

WHEREAS The ability to send delegates to OEC and CEC is an integral component to our University of Toronto Engineering Kompetitions (UTEK)

BE IT RESOLVED THAT the University of Toronto Engineering Society submits a request to apply for membership to ESSCO, in accordance to ESSCO's constitution (Appendix K1)

BE IT FURTHER RESOLVED THAT the University of Toronto Engineering Society requests the 'OEC Only Member' membership tier, as per section B3 of ESSCO's constitution.

Seconded By Raffi.

Ernesto: I know it's controversial. The only way we can send someone to OEC is to go to ESSCO. I talked to Queens'. I talked to Dean Amon and she said we should join and fix it. We shouldn't try to fight this. I submitted the ESSCO constitution and draft letter for OEC in the appendix. We already paid the CFES membership. It doesn't make sense not to send students to OEC.

Raffi: When Rishi was President, he had a platform to leave CFES. Was the membership paid?

Ernesto: It's paid.



Ben: Let's make a note that we have to make a bid in next 5 years and decided either to place a bid or not.

Aidan: There is no way they can make us be full members?

Ernesto: We can prove we don't have budget to go to conferences, but regardless of us submitting this, they can still. Given the timeline, they can probably allow us to be OEC only members.

Motion carries.

In favour: Everyone except Aidan

Objections: None

Abstentions: Aidan

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.

WHEREAS the President has gone through Discipline Club constitutions to verify their compliance, as explained in Appendix LO

BE IT RESOLVED THAT the Discipline Club constitutions (Appendices L1- L9) be ratified by the Board of Directors.

Seconded By Raffi.

Ernesto: I prepared a memo. We can ratify all the constitutions or all except Mech Club.

Raffi: I read the Chem Club constitution extensively and the other ones. One of the criteria was compliance with Bylaw 3. There are a lot of loopholes in the Chem constitution. I would advise to really look at the Chem Club constitution. I don't think it should be ratified.

Raffi amends: BE IT RESOLVED THAT the Discipline Club constitutions, except for Chem Club, (Appendices L1- L9) be ratified by the Board of Directors.

Aidan amends: BE IT RESOLVED THAT the Discipline Club constitutions, except for Mech Club, (Appendices L1- L9) be ratified by the Board of Directors.



Ernesto: The Chem one was amended.

Raffi: There are still some issues with that one. I think we should withhold funding until it changes.

Billy amends the amendments:

BE IT RESOLVED THAT the Discipline Club constitutions, except for Chem Club and Mech Club, (Appendices L1- L9) be ratified by the Board of Directors.

BE IT FURTHER RESOLVED THAT the Chem Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the Mech Club constitution be ratified.

Milan seconds

Amendment passes.

Ben amends:

BE IT RESOLVED THAT the constitutions shall be ratified clause by clause.

BE IT FURTHER RESOLVED THAT the Chem Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the Civ Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the Computer Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the EngSci Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the Electrical Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the Indy Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the MSE Club constitution be ratified.



BE IT FURTHER RESOLVED THAT the Mech Club constitution be ratified.

BE IT FURTHER RESOLVED THAT the Min Club constitution be ratified.

Motion amended.

Voting clause by clause begins:

BE IT FURTHER RESOLVED THAT the Chem Club constitution be ratified.

**Abstentions: Amy, John, Ogi, Jason T, Maddy, Apurv, Rob
Opposed: Ben, Kevin, Milan, Aidan, Reena, Ogi, Rachel
In favour: Ernesto**

Ratification fails.

BE IT FURTHER RESOLVED THAT the Civ Club constitution be ratified.

**Abstentions: Apurv, Rob
Opposed: None
In favour: Everyone else**

Ratification passes.

BE IT FURTHER RESOLVED THAT the Computer Club constitution be ratified.

**Abstentions: Milan, Kevin, Apurv, Rob
Opposed: None
In favour: Everyone else**

Ratification passes.

BE IT FURTHER RESOLVED THAT the EngSci Club constitution be ratified.

**Abstentions: Apurv, Rob
Opposed: None
In favour: Everyone else**



Ratification passes.

BE IT FURTHER RESOLVED THAT the Electrical Club constitution be ratified.

Abstentions: Milan, Kevin, Apurv, Rob

Opposed: None

In favour: Everyone else

Ratification passes.

BE IT FURTHER RESOLVED THAT the Indy Club constitution be ratified.

Abstentions: Ben, Apurv, Rob

Opposed: None

In favour: Everyone else

Ratification passes.

BE IT FURTHER RESOLVED THAT the MSE Club constitution be ratified.

Abstentions: Amy, Apurv, Rob

Opposed: None

In favour: Everyone else

Ratification passes.

BE IT FURTHER RESOLVED THAT the Mech Club constitution be ratified.

Abstentions: Amy, Aidan, Ogi, Jason T, Apurv, Rob

In favour: None

Opposed: Everyone else

Ratification fails.

BE IT FURTHER RESOLVED THAT the Min Club constitution be ratified.

Abstentions: Ogi, Apurv, Rob

Opposed: None

In favour: Everyone else



Ratification passes.

15. MOTION by Ernesto Diaz Lozano to retain Borden Ladner Gervais as legal counsel for the University of Toronto Engineering Society (EngSoc)

WHEREAS the previous firm that represented EngSoc (Heenan Blaikie) was dissolved in 2014, and

WHEREAS EngSoc's portfolio was then transferred to a lawyer at Borden Ladner Gervais, and

WHEREAS a formal retainer agreement was never signed with Borden Ladner Gervais, and

WHEREAS EngSoc may need from time to time legal assistance, such as with the current negotiations with the UTSU

BE IT RESOLVED THAT EngSoc signs a retainer agreement with Borden Ladner Gervais, and

BE IT FURTHER RESOLVED THAT \$2500 is paid as a retainer fee to Borden Ladner Gervais, which can be applied in the future to any bill; and

BE IT FURTHER RESOLVED THAT the Board authorizes an additional \$3000 to be spent to cover the legal fees associated with the UTSU negotiation.

Seconded By Raffi.

Ernesto: Every time we needed lawyer, we need to pay a deposit, a retainer fee. We are asking board to allocate \$3000 in case we need more. If you check the annual budget, we always allocate \$2500 for audit and legal. We have the money. We usually don't need a lawyer.

Raffi: Is it worth spending now?

John: Have any other lawyers or firms been thought of? or one been referred to?

Ernesto: We had Sandra, but that law firm dissolved. We went to another who also represented the UTSU, so they gave our portfolio to Daniel. All he did for us was sign the letter for audits. When we contacted him, we got transferred to another lawyer. I suggest for time sensitive manner to stick to them. I do agree we should look in the future for something cheaper, but for time being, I want to stick with them for the UTSU agreement.



Amy: Why \$3000?

Ernesto: It's a ballpark.

Eric: What's the UTSU counsel?

Ernesto: I don't know.

Billy: We can check the July or August 2014 UTSU Board Minutes for that.

Motion carries

In favour: All

Opposed: None

Abstentions: None

Maddy moves for a 10 minute recess.

Everyone seconds.

Recess carries.

Back to order at 4:43 PM.

16. MOTION by the Ernesto Diaz Lozano to amend Bylaw 7, The Discipline Club Bylaw

WHEREAS Bylaw 7 Section 1.0.3. currently reads: 1.0.3 All discipline club funding shall be withheld until its release is approved by the Board. The Board may decline to release funding for the following reasons:

- a. The club has grad pranks from previous years which are in a state of disrepair.
- b. The club does not have a constitution that has been ratified by the Board or is not in compliance with its Board-approved Constitution.
- c. The club's chair(s) or co-chairs are not in their graduating year.
- d. The club has not run elections in compliance with the Society's bylaws.

WHEREAS transparency is of top priority for compulsory-membership fee collecting student societies'; and

WHEREAS Discipline Clubs have complete autonomy over their EngSoc Constitutional funds once released by the Engineering Society Board of Directors; and



WHEREAS the EngSoc Constitutional funds per discipline amount to $\$1000 + \$4.50x$, where x is the number of students enrolled in the discipline's program as determined by the registrar, as read in Bylaw 7 Section 1.0.4.a; and

WHEREAS the Officers are also seeking to post Discipline Club operating budgets alongside EngSoc's operating budget on skule.ca to increase transparency; and

WHEREAS this motion was passed at the August 2014 Board of Directors as presented here, but the note taker forgot to include the statement that the motion passed in the minutes, and thus there is no proof that it was passed.

BE IT RESOLVED THAT 1.0.4.c be added to read:

1.0.4.c The club does not have an operating budget that has been approved by the Finance Committee, and all subsections renumbered accordingly

BE IT FURTHER RESOLVED THAT the Discipline Club operating budgets are posted onto skule.ca with the assistance of VP Communications once ratified.

Seconded By Raffi.

Ernesto: The most important part is where it says it was passed, but the note taker forgot to put that it passed. This year, Discipline Clubs asked why they have to submit their budgets. We checked the minutes and it didn't say that it passed.

Milan: Motion to move into voting.

None in favour

Raffi: I think he meant to write 1.0.3.c.

Raffi amends "1.0.4.c" to "1.0.3.c."

Amendment passes

Kevin: Does the \$4.50 thing get modified?

Ernesto: That's the next motion.

Ben: I talked to my Discipline Club and they would prefer that their operating budget not be posted online for reasons of ensuring that they can deliver the same standards of operations.

Aidan: Booze for FeO?

Ben: Not for FeO, but collaborative events with other clubs that will be affected.



Raffi: It's a good measure so that Discipline clubs don't withhold money. Chem Club was supposed to have a class party according to their constitution.

Aidan: Discipline Clubs have tried to bribe chariot race judges.

Motion carries.

In favour: Everyone else

Opposed: Ben

Abstentions: None

17. MOTION by the Ernesto Diaz Lozano to amend Bylaw 7, The Discipline Club Bylaw

WHEREAS the Board of Directors decided, during the July 2015 meeting, that Discipline Club Funding shall be increased every year by the percentage that the membership fees may be increased as per bylaw 1, section 1.2.4, and

WHEREAS this was not approved as a formal Bylaw Amendment

BE IT RESOLVED THAT Bylaw 7 section 1.0.1 now reads 1.0.1. Financial support for Discipline Clubs from the Engineering Society shall be allocated according to the following formula: \$1000 per club, plus \$4.50 per student. If the Engineering Society increases membership fees to adjust for cost of living, as per Bylaw 1 section 1.2.4, then the funding for discipline clubs shall be adjusted by the same percentage.

BE IT FURTHER RESOLVED THAT Bylaw 7 section 3.0.4 now reads 3.0.4. Financial support for the TrackOne committee shall be allocated annually in the amount of \$250 + \$4.50 per student. If the Engineering Society increases membership fees to adjust for cost of living, as per Bylaw 1 section 1.2.4, then the funding for the Track One committee shall be adjusted by the same percentage.

Seconded By John.

Ernesto: The last Board meeting we had discussion about this. We decided to increase Discipline Club funding by same percentage as we increase fees.

Raffi: In my research, we had to figure out whether it accounted for Full and Part time. It does.

Raffi amends "student" to "Members excluding Alumni Members" in both BE IT RESOLVED clauses



John: Alumni members?

Amendment passes.

Raffi: Isn't it adjusted for inflation in student fees not cost of living?

Rachel: We kept it consistent with the other motion.

Motion passes.

In favour: Everyone

Opposed: None

Abstentions: None

18. MOTION by the Ernesto Diaz Lozano to revise Bylaw 6

WHEREAS Bylaw 6 defines the terms and conditions of the Search and Review Committee, responsible for recruiting employees for the society as well as reviewing those employed by the society, and

WHEREAS recent changes in the contract with our employee, as well as discussions with her have pointed out the need to review the jurisdiction as well as the purpose of the committee,

BE IT RESOLVED THAT Bylaw 6 is amended according to the revised version presented in Appendix M.

Seconded By Reena.

Ernesto: The "Search" part of the committee looks for new employee. "Review" is how we review Rhonda. There are some things I think we should change. I think we shouldn't just be reviewing how well she's doing things, but how well the environment she's working in, and improve organization on a whole. I took out the clause that the committee was responsible for dismissal because another clause said it had to be passed by a two-thirds motion here. Also we already passed motion to increase salary and it doesn't make sense for a smaller committee to revert that. I added a rep from Commercial Ops to that committee since they work with Rhonda. I and Rhonda feel this helps improve this relationship.

Kevin: Is she upset? Or is it a general we could make things better?

Ernesto: The second one.

Amy: Is it only Rhonda? Or other employees?



Ernesto: Just Rhonda.

Milan: Rhonda is the best.

Raffi: Would this affect our lawyers?

Ernesto: They're contractors.

Billy: What about Stores and Cafe employees?

Ernesto: They're informal labour. Rhonda is only formal contract

Motion carries.

In favour: All

Opposed: None

Abstentions: None

19. MOTION by Billy Graydon to amend Bylaw 3, the Elections Bylaw

WHEREAS motions 10 and 13 of the June Board of Directors meeting directed the Policies and Structures Committee (PSC) to review proposed changes to Bylaw 3;

WHEREAS the PSC has done a complete review and revision of Bylaw 3;

BE IT RESOLVED THAT the revised version of Bylaw 3 as attached in Appendix N be adopted

Seconded by Raffi.

Motion to suspend Robert's Rules by Raffi

Milan seconds.

Robert's Rules suspended.

Ben leaves at 5:00 PM.

Billy amends in 4.0.1. from "JCM" to "Joint Council Meeting"

Regarding the addition of 3.0.3:

Ogi: What about TrackOnes in my position?



Ernesto: Can we change it to “Constituency he intends to belong to in his term” or “he belongs or intends to belong to”?

Billy: We’ll have to make a change to Bylaw 1.

Ogi: How about a letter of intent?

Raffi: It’s a procedural thing.

Kevin: As an ECE, I could intend to represent Chem.

Milan amends 3.0.3 to “belongs to or has declared intent to transfer into”

Raffi: There will be provisions on the nomination form that addresses this issue. It’s important to have written intent.

Billy: Also include it in the election rules.

Milan and Billy amends 7.1.1 to “If an appellant intends to submit an appeal more than twenty-four hours...”

Regarding 8.0.1:

There was disagreement on whether the other members should be “Two (2) Directors of the Board” or “Two (2) Members appointed by the Board”.

Informal vote if issue or non-issue:

Majority votes it’s a non-issue

8.0.1. is left is as.

Raffi amends 8.0.4. from “May” to “August”.

Billy proposes to approve all amendments in omnibus.

No objections.

Aidan moves to call question.

Amy seconds

Question called.



Motion as amended carries.

In favour: Everyone

Opposed: none

Abstentions: none

Raffi tears old Bylaw 3.

- 20. DISCUSSION ITEM:** Duties and Indemnity of Directors of the Board and Appendix Length – considering that the appendices for this meeting total 32, comprising 282 pages, of which 212 pages is material that is being adopted by the Board and therefore should have been read and understood by every member who does not abstain on that vote.

John moves to postpone Item 20 to a later time.

Aidan seconds.

Motion fails.

Raffi moves to postpone item 20 to after item 22

Kevin seconds.

Motion carries. No objections.

21. OTHER BUSINESS

22. IN-CAMERA PROCEEDINGS

- 23. DISCUSSION ITEM:** Duties and Indemnity of Directors of the Board and Appendix Length – considering that the appendices for this meeting total 32, comprising 282 pages, of which 212 pages is material that is being adopted by the Board and therefore should have been read and understood by every member who does not abstain on that vote.

Billy: Who actually read through all the documents? Little loopholes could have grave effects. Legally, everyone should've read those pages and understood them well enough including, bylaw changes sent this morning. That is a problem with procedure. Is this reasonable to leave things the way they are?

Aidan: To expect them to read an appendix we have a set amount of time, but things that slip through, they're not expected to know. As long as they read everything by that time, then it's reasonable.



Raffi: Legally, to read or understand it?

Billy: We should've read and understood as well as you would've read and understood a contract.

Raffi: The documents are presented could be more concise, as long as it's consistent with presenting the same content.

Billy: Officer reports are not included. At the last meeting, the Finance Committee meeting minutes were voted on and approved, but then brought up they weren't included in the appendix.

Ernesto: Last year, the approval of minutes was done slowly. Whenever the Finance Committee minutes were approved, VP Finance and two Board members talk about the minutes. It's more time consuming, but it works well. We should all try to submit minutes with motions. Sometimes things happen, but we'll try to avoid them. If motion there's a needs an appendix, Board members raise your voice. I don't want to set a policy. 24 hours would be reasonable.

Aidan: If anything comes in after that window, we should sit down and go through together so everyone understands it. For everything else, it's your own job to go through it.

Billy: Can we have an informal vote: is it prudent to have 24 hours in bylaws?

Aidan: Take it as a suggestion

Billy: Despite how long we had it, it's 280 pages and we are full time students.

Ernesto: This is probably a maximum because of all the Discipline Club constitutions.

Aidan: We have that week before it. We can hack through half an hour a day.

Kevin: But for something like constitutions, I'd be more confident if it was split it up amongst Board members so that each could spend a significant amount of time looking at it.

Milan: We can't count on individual due diligence

Billy: Raffi could have been malicious and people would have believed him. Everyone should have to read it to check against one person.

Raffi: This is a full time job for house reps. If they do it effectively and efficiently, we can do it.



Kevin: I don't see how we have this moral obligation, but after that there's nothing to enforce it.

Billy: Except for fact that if it bites us back legally later on. It's the Society's Obligation to pay out certain money that the members voted for. They can sue us as individuals.

Raffi: Let's say there are 60 appendices. Of all Board members, we can split it up evenly. In the very beginning, each summarizes what they read and do their best to ensure everyone's informed.

Milan: I don't think that's what Board members should do. Whoever moves should be doing that. Where will we define it?

Aidan: It's shitty to have to sit down and read through that, but we agreed to that by running.

John: How much work is it, compared to a Project Directorship?

Jason T: If we're reading through and miss 1 or 2 loopholes, there are too many people to account for if 1 person makes a mistake.

Aidan: We always have to get someone else to proofread something.

Kevin: Is the timeline we're working on reasonable?

Billy: We have a minimum of 5 days to read the agenda. It doesn't say anything about appendices.

Kevin: The agenda is reasonable. When the meeting comes around, do you say don't want to vote because don't have sufficient understanding? A solution to me is to have more time to prepare for meetings. The faculty has more time, months.

Ogi: It was the Faculty Council stuff. They also have docs split up in two categories: point of information; some appendix material is just info, but also some that needs to be read. When present your material, you can suggest this should be reviewed before the meeting. Sometimes we're discussing things the Board doesn't need to know. But there are things that we feel the Board needs to know. I think we should tell the Speaker to make that point clear.

Raffi: How about policy that every Board member should send a verification email that they read the appendices? Or withhold their votes?

Milan: How would we verify that?



Raffi: We should have the standard to do due diligence. We need to all agree to some code.

Milan: We also potentially won't have quorum.

Jason T: What if something pops up this morning, and half the Board didn't read that email?

Raffi: We could take a 15 minute recess to read it.

Ernesto: I don't think we should go that far. It's really each member's due diligence to read all the appendices. If we want to make this more efficient, there are ways. In Faculty Council, for example, the executives see a list of changes and they rate them. Some that executive committee has to vote, some they have to ratify. We have something informally similar. Officers are allowed to amend policies. It could have more efficient way, but bigger take away is yes this sucks, We're probably never gonna have more in the regular year, just do your due diligence.

Milan: If something comes back on you, the onus is on you to do your job.

Billy: If we accept that this meeting is an anomaly, the minutes as we take them are wrong. It isn't every little thing everyone has said. If minutes are approved in that format (just actions that were done) what do you think?

Ogi: The way we take minutes is not done in the professional world. It should be straight to the point of what happened.

Billy: Because we are a student society, there is reason to do this. We could take this as a report to the membership, but what we ratify is what is happening.

Raffi: We still have what everyone said, but it wouldn't be in approval of minutes. We would be ratifying the results.

Ogi: Do we still note down discussion?

Billy: That's another discussion. For reporting to the membership, that's another issue.

Ernesto: For Board meetings, I found it very useful to go through minutes. I think we should stick to this until we find something more efficient.

Kevin: As someone who is new to the committee; I think it makes sense to have a condensed version. I think we still should have the transcript to reference.

Ernesto: Then we have too many documents.



Billy: The discussion item is what we vote on.

Kevin: To say we've all come in and read it, I am more concerned to say we thought about it.

Raffi: In the end, people are about to vote on a motion and they're going to want to know what it is.

Billy: I see the consensus is we all have to do our due diligence. In terms of times for submitting the appendix, 24 hours is reasonable. Regarding minutes, should committee minutes be minutes in the formal sense or a full transcript?

All in favour of formal minutes for committees.

Billy: Should Board minutes that we approve at the next meeting be pure minutes or a transcript?

Ernesto: Can we take this decision with a full Board? Having motion passed and failed might not be enough and I don't want to take a decision now.

Raffi: By voting on pass/fail kind of minutes, it's not alienating people who won't read what happen.

Ernesto: Can we not decide on this decision

Raffi: A transcript can still be posted somewhere

Pierre: You are debating how do we get lazier, without being lazy. You can say "Pierre says this is a waste of time". If problem is raw doc, then it takes too long to read. It's not going to post anywhere if you have the raw doc.

Milan moves to adjourn.

Aidan seconds.

No one objects.

24. ADJOURNMENT (7:15 PM)



Attendance

Officers		
President	Ernesto Diaz Lozano Patino	
VP Finance	Rachel Reding	Proxy to Oghosa
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	AwR
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	Proxy to Milan
Industrial Representative	Benjamin Leung	
Materials Science Representative	Amy Zhao	
Mechanical Representative	Robert Goldberg	Proxy to Aidan
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)		
Chief Returning Officer	Raffi Dergalstianian	
Deputy Returning Officer	Sean Hunt	
UTEK Director	Amir Kharazmi	
Policy and Structures Committee	Eric Bryce	
Spark Design Club	Jonathan Jeya	
Spark Design Club	Jason Wong	
Alumni	Pierre Harfouche	

A – Absent

AwR – Absent with Regrets

P – Proxy