



Board of Directors Meeting

Open Session Agenda Package

January 27th, 2025

The Students' Union exists to represent, advocate for, and support the primary stakeholders, the students of Wilfrid Laurier University, and to provide them with a holistic university experience, and an enhanced student life. The costs of these benefits will be justified by the results.

Students will benefit from:

- An organization that advocates for an affordable, accessible, and high quality academic experience.
- A safe, sustainable, and empowering environment.
- Diverse and inclusive social interaction.
- Products and services that cater to the financial needs of students.

Board of Directors Agenda Package - January 27th, 2025

Start	Duration	Agenda Item	Type	Presenter	Policy Reference
7:00 PM	1 min	Call to Order	adm	Chair Russo	
7:01 PM	2 mins	Indigenous Land Acknowledgement	adm	Chair Russo	
7:03 PM	2 mins	Regrets	adm	Chair Russo	GP #2c.8
7:05 PM	1 min	Conflicts of Interest	adm	Chair Russo	GP #2c.2
7:06 PM	2 mins	Adoption of Agenda	D	Chair Russo	
		MOTION that the Board of Directors adopt the agenda as presented			
7:08 PM	2 mins	Meeting Minutes Approval - December 2nd, 2024 and January 13th, 2025	D	Chair Russo	GP #2c
		MOTION that the board of Directors approve the December 2nd, 2024 and January 13th, 2025 meeting minutes			
7:10 PM	3 mins	Comments from the Chair of the Board & CGO	fi	Chair Russo	
7:13 PM	4 mins	Comments from the President & CEO	fi	President Jesseau	
7:17 PM	4 mins	Comments from the Executive Director and COO	fi	ED Champagne	
7:21 PM	3 mins	Ownership Linkage Meeting Schedule	fd	Chair Russo	
7:24 PM	3 mins	2025/2026 Board Vacancy	D	Chair Russo	
7:27 PM	10 mins	Direct Inspection Committee Report: EL #2f - Asset Protection GP #2j - General Meetings	fi	Chair Russo	
		MOTION that the board of Directors approve the January 13th, 2025 meeting minutes			
7:37 PM	5 mins	Career Centre Networking Event	fi	Chair Russo	
7:42 PM	31 mins	In-Camera Session	D	Chair Russo	
		MOTION that the Board of Directors enter the In-Camera Session			
8:13 PM	2 mins	Announcements	fi	Chair Russo	
8:15 PM	1 min	Action Item Summary	adm	Chair Russo	
8:16 PM	1 min	Adjournment	adm	Chair Russo	
TOTAL	1h 17 mins	MOTION that the Board of Directors adjourn the meeting			

LEGEND

fi, For information

fd, For discussion

D, Decision required

adm, Administrative task



**Wilfrid Laurier University Students' Union
Board of Directors**

DATE: January 13, 2025

**LOCATION: 2nd Floor, Fred Nichols Campus Centre
75 University Ave. W, Waterloo, N2L 3C5 and Online via Zoom
Board of Directors Meeting**

Board of Directors Present:

Chair of the Board & Chief Governance Officer: Gabrielle Russo;
Directors: Natalie Bounket, Noah Espiritu, Avinash Godse-Shah, Nicole Lehecka, Devananda Nakshatra, Daniel Rubinoff, Anya Russolo, Bilal Tariq;

Staff Present:

Director, Policy, Research & Advocacy: Ian Muller;
Executive Director & Chief Operating Officer: Phil Champagne;

Gallery Present:

President & Chief Executive Officer: Ben Jesseau;
Board Secretary: Zhanna Latysheva;

1. Call to Order, Chair Russo

The meeting was called to order via Zoom on January 13, 2025, at 5:34 PM. We acknowledge that the offices of the Wilfrid Laurier Students' Union are on the traditional territory of the Neutral, Anishnaabe and Haudenosaunee people.

2. Regrets, Chair Russo

- Vice Chair Habtemichael, Director Ijam and Director St. George sent regrets.
- Director Espiritu joined the meeting at 5:38 PM.

3. Conflicts of Interest, Chair Russo

- No conflicts of interest were reported.

4. Adoption of Agenda, Chair Russo

MOTION (Director Godse-Shah/Director Russolo) that the Board of Directors approve the amendment to the agenda to correct the date of the meeting minutes from December 12th to December 2nd. **CARRIED**

MOTION (Director Bounket/Director Rubinoff) that the Board of Directors adopt the amended agenda. **CARRIED**.

5. Adoption of Consent Agenda, Chair Russo

MOTION (Director Bounket/Director Lehecka) that the Board of Directors adopt the consent agenda. **CARRIED**.

6. Approval of Meeting Minutes – December 2nd, 2024, Chair Russo

MOTION (Director Bounket/Director Lehecka) that the Board of Directors approve the December 2nd meeting minutes as presented. **CARRIED.**

Director Espiritu joined the meeting at 5:38 PM.

7. Comments from the Chair of the Board & CGO, Chair Russo

- Chair Russo welcomed everyone back and reminded the board to submit regrets in advance if they are unable to attend.

8. Comments from the President & CEO, President Jesseau

- The employee policy updates are now complete, ensuring compliance with executive limitations.
- The President and VPs have set concrete goals for the winter term, with a detailed plan available for circulation.
- The search for the new VP of Student Affairs has launched, with the goal of having the new VP in place by July 1st.
- The equity, diversity, and inclusion (EDI) audit is nearing completion, with a final report expected this week.

9. Comments from the Executive Director and COO, ED Champagne

- The planned full renovation of Wilf's has been put on hold due to high costs. Instead, the team is exploring more cost-effective options and working with designers on smaller renovations for the space.
- Andy Nielsen, the Hospitality General Manager, is currently on paternity leave following the birth of his son in December. He will be away for the next 11 weeks.
- The second phase of renovations at The Belmont, which was delayed last summer, will be signed off on soon. The project is expected to begin in April 2025, with a goal to have it ready for the start of the school year in September 2025.
- A Request for Proposal (RFP) has been sent to four companies for the health and dental program. Three companies have responded positively, and the evaluation process will begin soon. Board attention will be required at the next meeting.
- A proposal to upgrade the current clubs management software, "Nest," will be presented at the next board meeting. The new software will address the current issues and provide a more efficient solution for managing student clubs.
- The first meeting with the university regarding the unsanctioned St. Patrick's Day gathering is scheduled for next Monday. The university has given preliminary approval for clubs to plan events around that weekend, with March 15th (Saturday) expected to be particularly busy.

10. Winter Term Meeting Schedule, Chair Russo

- The scheduled Board meeting dates are: January 27th, February 10th, February 24th, March 10th, March 24th, April 7th, April 14th. Meetings will be held at 7:00 PM.
- A meeting in Brantford will be scheduled, with the date to be confirmed at the next Board meeting.

MOTION (Director Espiritu/Director Rubinoff) that the Board of Directors approve the Winter Term Meeting Schedule. **CARRIED.**

11. Direct Inspection Committee Report, Chair Russo

- Director Rubinoff and Director Russolo stand the nomination.

MOTION (Director Rubinoff/Director Godse-Shah) that the Board of Directors elect Director Rubinoff, Director Russolo and Chair Russo for the Direct Inspection Committee. **CARRIED.**

12. Seagram Project Update, President Jesseau

- The trip to Windsor is scheduled for January 24th, 7:00 AM to 7:00 PM, for committee members (Chair Russo, Director St. George, and Director Russolo). The trip includes travel, meetings with Windsor student unions about their SPV process, and return travel. Trip details will be sent to committee members, and a full update will be provided to the board after the Windsor trip.
- A briefing on the Laurier-KPMG partnership's implications has been received. The review will continue to prepare questions for the Windsor meetings.
- The MOE with Athletics and Recreation is being revised to ensure continued student input on financial decisions, with the involvement of the Graduate Student Association and FGPS.

13. Extended Health and Dental Plan RFP Update and Committee Discussion, President Jesseau

- Executive Director Champagne provided a brief update on the Extended Health and Dental Plan. A more detailed brief will be prepared for the next board meeting.
- Submissions are due by January 24th, and the review process will begin shortly thereafter. The goal is to have a decision by September 1st when the new policy would take effect.
- **Announcements**, Chair Russo
- DIC members will receive the committee details over email. The next committee meeting is to take place on January 20th at 7:00 PM.

14. Reopening of Nominations for the Board and Senate positions, Chair Russo

- The Board agreed to reopen nominations for five Board positions (including one for Brantford) and one Senate position, with nominations closing on January 19th at 11:59 PM.
- If needed, elections will be held on January 20th.

MOTION (Director Godse-Shah/Director Tariq) that the Board of Directors reopen the Board and Senate nominations until January 19th at 11:59 PM. **CARRIED.**

15. Action Item Summary, Chair Russo

- No action items.

MOTION (Director Espiritu/Director Lehecka) that the Board of Directors, adjourn the January 13, 2025 meeting at 6:15 PM. **CARRIED.**

The preceding reflects an accurate and complete record of the proceedings at the aforementioned meeting of the Students' Union Board of Directors.

Date Signed:

Gabrielle Russo

Chair of the Board & Chief Governance Officer
2024-2025 Wilfrid Laurier University Students' Union



BRIEFING NOTE FOR THE BOARD EL #2f Direct Inspection Committee Report

Submitted: January 23, 2025

Prepared By: Gabrielle Russo, Chair of the Students' Union Board of Directors

Purpose: To submit to the Board the findings and recommendations of the EL #2f Direct Inspection Committee.

Dear Directors of the Board,

The EL #2f Direct Inspection Committee was struck on January 20, 2025, with the mandate to review and assess Executive Limitations #2f and ensure that:

1. The evidence presented was appropriate, and up to date;
2. The wording of the policy is sound; and
3. That the scope of the organization is captured in the policy.

The membership of the committee consisted of Chair Russo, Director Rubinoff and Director Russolo. The committee has met on one occasion since its establishment, that meeting being on January 20, 2025.

The committee had discussions on the following items prior to making their final decision:

1. How recent the policy was looked at and revised;
2. The provided evidence within the most recent monitoring report;
3. If the wording of the policy was still relevant to the Organization; and
4. If the scope of the Organization was captured in the policy.

Overall, the committee feels that the scope of the Organization is captured within the policy, however, there is one recommendation that the committee proposes:

1. Under point #3, the committee proposes the removal of the word "Unnecessarily" to improve the clarity of the policy.

For the convenience of the Board a copy of the policy as it currently exists is attached as Appendix A. Then, a copy of the proposed change within the policy is attached as Appendix B.

Recommendation: The Committee recommend that the Board adopt the following suggestions:

1. The Board of Directors accept this report and the recommendations contained herein.
2. The Board of Directors engage in a discussion, and decision regarding EL #2f.

Respectfully Submitted on Behalf of the Committee,

Gabrielle Russo

Chair of the Board of Directors & Chair of the EL #2f Direct Inspection Committee

Wilfrid Laurier University Students' Union

APPENDIX A

EL 2f Asset Protection

The President may not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The President will not:

1. Be uninsured against theft, fire and casualty losses to a prudent replacement value and against liability losses to Board members, staff, volunteers and the Organization itself.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its Board, or staff to claims of liability.
4. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
5. Make any capital purchase:
 - a. wherein normally prudent protection has not been given against conflict of interest;
 - b. of more than \$5,000 without having obtained comparative prices and quality unless a regular or preferred supplier has been established; and
 - c. of more than \$5,000 without a stringent method of assuring the balance of long-term quality and cost.
6. Split orders to avoid the order meeting capital purchase criteria (#5).
7. Allow property, information and files to be exposed to loss or significant damage.
8. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than R-3 rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
9. Endanger the Organization's public image, or credibility.
10. Change the Organization's name or substantially alter its identity in the community.
11. Compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisers.

APPENDIX B

EL 2f Asset Protection

The President may not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The President will not:

1. Be uninsured against theft, fire and casualty losses to a prudent replacement value and against liability losses to Board members, staff, volunteers and the Organization itself.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Expose the organization, its Board, or staff to claims of liability.
4. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
5. Make any capital purchase:
 - a. wherein normally prudent protection has not been given against conflict of interest;
 - b. of more than \$5,000 without having obtained comparative prices and quality unless a regular or preferred supplier has been established; and
 - c. of more than \$5,000 without a stringent method of assuring the balance of long-term quality and cost.
6. Split orders to avoid the order meeting capital purchase criteria (#5).
7. Allow property, information and files to be exposed to loss or significant damage.
8. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than R-3 rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
9. Endanger the Organization's public image, or credibility.
10. Change the Organization's name or substantially alter its identity in the community.
11. Compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisers.



BRIEFING NOTE FOR THE BOARD GP #2j Direct Inspection Committee Report

Submitted: January 23, 2025

Prepared By: Gabrielle Russo, Chair of the Students' Union Board of Directors

Purpose: To submit to the Board the findings and recommendations of the GP #2j Direct Inspection Committee.

Dear Directors of the Board,

The GP #2j Direct Inspection Committee was struck on January 20, 2025, with the mandate to review and assess Governance Processes #2j and ensure that:

1. The evidence presented was appropriate, and up to date;
2. The wording of the policy is sound; and
3. That the scope of the organization is captured in the policy.

The membership of the committee consisted of Chair Russo, Director Rubinoff and Director Russolo. The committee has met on one occasion since its establishment, that meeting being on January 20, 2025.

The committee had discussions on the following items prior to making their final decision:

1. How recent the policy was looked at and revised;
2. The provided evidence within the most recent monitoring report;
3. If the wording of the policy was still relevant to the Organization; and
4. If the scope of the Organization was captured in the policy.

To improve clarity and ensure the scope of the Organization is captured within the policy, the committee proposes two changes to the policy:

1. An addition of a section on internal by-elections when a position on the Board of Directors, Board of Governors and/or Senate is left vacant during the initial election; and
2. Under point #6, the addition of a procedure on what happens if quorum is not reached in the initial election.

For the convenience of the Board a copy of the policy as it currently exists is attached as Appendix A. Then, a copy of the full proposed changes within the policy is attached as Appendix B.

Recommendation: The Committee recommend that the Board adopt the following suggestions:

1. The Board of Directors accept this report and the recommendations contained herein.
2. The Board of Directors engage in a discussion, and decision regarding GP #2j.

Respectfully Submitted on Behalf of the Committee,

Gabrielle Russo

Chair of the Board of Directors & Chair of the GP #2j Direct Inspection Committee

Wilfrid Laurier University Students' Union

APPENDIX A

GP 2j Elections and Annual Meetings

The Board is responsible for the oversight of all elections, annual meetings, and special meetings. The Board shall ensure due process and implementation of all business of the Corporation to be conducted during all elections, annual meetings, and special meetings.

The Board will:

1. Hold an election for President and Chief Executive Officer by electronic ballot using the Single Transferable Vote voting system at such time as the Board of Directors determines, during the months of late January or February in the cities where offices of the corporation are situated;
 - a. The Annual Meeting shall follow directly after the conclusion of the President and Chief Executive Officer election.
2. Hold an election for Board of Director candidates by electronic ballot using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer;
 - a. The twelve (12) winners of the Board of Director candidates' election shall be then elected at the Annual Meeting of the members of the corporation.
3. Facilitate an election for available student positions of the Wilfrid Laurier University Board of Governors and Wilfrid Laurier University Senate using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer.
4. Put Students' Union-sponsored referendum questions to a vote of the eligible members of the Corporation concurrent with the election for President and Chief Executive Officer.
5. Ensure that quorum for the election for the President and Chief Executive Officer, Board of Director candidates, Board of Governors, Senate, and referendum questions is ten (10) percent;
6. Ensure that all processes and procedures during Annual or Special Meetings will comply with all applicable laws and the Organization's Constitution.
7. Be the final arbiter of the reasonableness of all referendum questions;
 - a. A committee of the CRO, CGO, the CEO, and the COO shall review all proposed referendum questions prior to their presentation to the Board;
 - i. The committee will compile a report for the Board, providing the Board with information regarding compliance with the constitution, letters patent, and any other legally binding documents.

8. Inform the members of their right to submit referendum questions no less than thirty-five (35) days prior to the last regularly scheduled Board meeting of the calendar year. Submissions shall be received no less than five (5) business days prior to the last regularly scheduled Board meeting of the calendar year.
9. Ensure that all referendum questions shall include the following:
 - a. Date of implementation;
 - b. Eligible voting members;
 - c. Any associated costs and inflationary costs and how they are to be applied; and
 - d. Any impact on previously approved referendum questions.
10. Approve a report of all elections results provided by the Chief Returning Officer and the minutes of the Annual Meeting at the next appropriate meeting of the Board.
11. Make the auditor's statements available to the membership no less than twenty-one (21) days prior to the starting date of the annual general meeting;
 - a. The Board shall approve the auditor's statements of the current fiscal year no later than October 31 annually.
12. Review all submissions for referenda submitted by external organizations;
 - a. External organizations will be responsible for the application of all referenda results;
 - b. Only submissions from a legitimate governing authority or representative thereof will be eligible to submit referenda on their behalf;
 - c. All external organizations will be subject to the Organization's elections and referenda policies and any other restrictions deemed necessary by the Board.

APPENDIX B

GP 2j Elections and Annual Meetings

The Board is responsible for the oversight of all elections, annual meetings, and special meetings. The Board shall ensure due process and implementation of all business of the Corporation to be conducted during all elections, annual meetings, and special meetings.

The Board will:

1. Hold an election for President and Chief Executive Officer by electronic ballot using the Single Transferable Vote voting system at such time as the Board of Directors determines, during the months of late January or February in the cities where offices of the corporation are situated;
 - a. The Annual Meeting shall follow directly after the conclusion of the President and Chief Executive Officer election.
2. Hold an election for Board of Director candidates by electronic ballot using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer;
 - a. The twelve (12) winners of the Board of Director candidates' election shall be then elected at the Annual Meeting of the members of the corporation.
3. Facilitate an election for available student positions of the Wilfrid Laurier University Board of Governors and Wilfrid Laurier University Senate using the Optional Instant Runoff voting system concurrent with the election for President and Chief Executive Officer.
4. Hold an internal by-election when a position on the Board of Directors, Board of Governors and/or Senate is left vacant during the initial election;
 - a. Nomination packages will be reopened to a date decided by the Board and the election will be conducted one of two ways:
 - i. An open general election involving all Ownership, or
 - ii. An internal Board election conducted by the Chair and CGO.
5. Put Students' Union-sponsored referendum questions to a vote of the eligible members of the Corporation concurrent with the election for President and Chief Executive Officer.
6. Ensure that quorum for the election for the President and Chief Executive Officer, Board of Director candidates, Board of Governors, Senate, and referendum questions is ten (10) percent;
 - a. If the election process is compromised or cannot be fulfilled the election will be rescheduled to a later date.

7. Ensure that all processes and procedures during Annual or Special Meetings will comply with all applicable laws and the Organization's Constitution.
8. Be the final arbiter of the reasonableness of all referendum questions;
 - d. A committee of the CRO, CGO, the CEO, and the COO shall review all proposed referendum questions prior to their presentation to the Board;
 - i. The committee will compile a report for the Board, providing the Board with information regarding compliance with the constitution, letters patent, and any other legally binding documents.
9. Inform the members of their right to submit referendum questions no less than thirty-five (35) days prior to the last regularly scheduled Board meeting of the calendar year. Submissions shall be received no less than five (5) business days prior to the last regularly scheduled Board meeting of the calendar year.
10. Ensure that all referendum questions shall include the following:
 - e. Date of implementation;
 - f. Eligible voting members;
 - g. Any associated costs and inflationary costs and how they are to be applied; and
 - h. Any impact on previously approved referendum questions.
11. Approve a report of all elections results provided by the Chief Returning Officer and the minutes of the Annual Meeting at the next appropriate meeting of the Board.
12. Make the auditor's statements available to the membership no less than twenty-one (21) days prior to the starting date of the annual general meeting;
 - i. The Board shall approve the auditor's statements of the current fiscal year no later than October 31 annually.
13. Review all submissions for referenda submitted by external organizations;
 - a. External organizations will be responsible for the application of all referenda results;
 - b. Only submissions from a legitimate governing authority or representative thereof will be eligible to submit referenda on their behalf;
 - c. All external organizations will be subject to the Organization's elections and referenda policies and any other restrictions deemed necessary by the Board.