

# **November 2014 Board of Directors Meeting Minutes**

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Meeting called to order 1322

## **Adoption of the Agenda**

**Motion by Ryan to move Motions 14&15 to be new Motions 9&10 and to renumber all subsequent motions**

Second by Ben  
Motion carried

**Motion by Ernesto to move Motion 13 to new Motion11 and to renumber all subsequent motions**

Second by Mehran  
Motion carried

Ryan wants to add AAC Minutes but minutes are not present. Tabish defers approval to next meeting

**Motion by Shubham to adopt agenda as amended**

Second by Francis  
Motion carried

## **Approval of Minutes**

Changes requested by Mehran for October Minutes:

- Add page numbers to minutes
- "USB were identified as sunk cost since the Orientation Committee decided not to follow through with their purchase"
- "themed suds is better" gives no context, change to "themed SUDS is better suited to replace Frosh Nite"
- Add context: "...due to the 5 year high school program within the Toronto District School Board"
- "Motion by Ernest to recall" this motion was changed before meeting, needs to be reflected in meeting
- "Mehran says if outreach is more personal it'll be better," specify what better is (ie. getting quorum)
- "Mehran says 50 people is only 1% of the society and that is not sufficient representation for the society" – adding context
- Amendment listed as "Get from Tabish" needs to be added to minutes

Finance Committee Minutes –

Background:

- Peter joined replacing Ivan
- VPF and President introducing policy to manage SEF
- adding centralized system for Club Funding
- looking at Special project requests (5)

See Finance Committee for details. Context regarding UTAT cleanroom discussed on email. Available from Committee if needed

Saarthak: Clarification on 30 students  
Ashkan: "Yerusha says we need to be practical" regarding meeting quorum, no context so asked to strike  
Saarthak: Clarified Ashkan's questions

### **Motion by Ryan to approve Finance Committee Minutes**

Second by Peter  
Motion carried

## **Officers Report**

### **President –**

(Information not provided in Report) Committee for SEF will be made, background for SEF provided, CFES conference with Ontario rep, UT will not send delegate to conference in January, lots of restructuring of CFES we will work with them in the next while. CFES is trying to get student seat on CEAB. Currently, engineering students do not have speaking or witness votes at CEAB but CFES is working with that. Teresa finds documents thought to be lost and is working with Engineering Library to find more stuff and other projects to work on. Library will be renovated in the next few years to become student space. Alumni directorship launching new alumni.skule.ca in conjunction with Alumni Association

Saarthak: Asks who a certain person is (Sonia)  
Teresa: A director from Alumni Association  
Ryan: Asks about addressing systemic issue since missed quorum for Accountability Meeting  
Teresa: AGM and accountability is going to be merged into one meeting  
Faizan: Is UT sending delegates to CFES  
Teresa: We use to be part of ESSCO and CFES where we send delegates. With removal of VP External (VPX), we no longer associated to these groups. We are balancing long term and short term benefits of associating with these groups

### **VPF –**

Saarthak: What does "Police throughout the week" mean?  
Mehran: We give funding to university for police to police events, just questioning them to know where and when  
Shubham: Is there funding for microwaves in Pit as there is only 2 bad ones  
Mehran: 4 microwaves blocked due to SUDS getting new bar. Will be corrected ASAP  
Teresa: SUDS had to delegate many tasks to make interschool SUDS happen. What are your thoughts about a SUDS subcommittee?  
Mehran: That is fine. As managers, they have the freedom to do that, same with the Store and Café for marketing and promotion. Encourages SUDS to do the same. Permission not needed from VPF as they are managers

**VPComm – Absent**

- Yerusha: What is happening with the Web Committee, it is not in the report
- Ryan: VPComm has some interest in Web Committee but beyond that, not sure what is going on
- Mehran: Would like VPComm to elaborate on details of Directorship and leadership areas
- Saarthak: Number 2, how will we manage possibility of spam?
- Ryan: PSC minutes, where are they since we had a meeting
- Teresa: We need to show segments of BoD meeting to the faculty regarding SEF. We are not confident of showing our minutes to the public. There is a lot of weight on good, thoughtful minutes.
- Mehran: Faculty views weak minutes as weak student thought
- Ashkan: Was Webmaster asked to be present at this meeting regarding his recall?
- Ryan: Can we get VPComm to provide email regarding whether the Webmaster was recalled
- Shubham: Given the time, we need to move forward with the recall of the Webmaster, will elaborate during Motion

**VPA –**

- Saarthak: Do professors read comments from midterm evaluations and how are they administered?
- Ryan: We did not want to give raw info to professors so we went through all comments to summarize for professors. Papers evaluations are run exclusively by the Faculty, ours is online and we wanted to do it with Blackboard but logistically difficult
- Jimmy: What is this new tiered honours system? When is the rollout period? What is the student view?
- Teresa: Higher tier of “high distinction” currently exists, 35% of students receive honours but faculty wants to award those who made high academic achievement. We do not know the student view.
- Matthew: Expands on current honours system and how the new one will work
- Ryan: This is expected to roll out quickly so we will need to work quickly on this
- Saarthak: Only a few students seem to benefit from this so is there any good in that?
- Shubham: It really depends on how we look upon this, there are cultural implications
- Shaishav: What is the rationale behind the exact percentage numbers?
- Ryan: Faculty has not elaborated quite yet and has only provided motivation
- Tereasa: The rationale is that they want to distinguish the high achievers

Tabish limits scope of discussion as not relevant to Officer Report

**Point of Order by Teresa:** The discussion is in scope as per Bylaws of the VPA’s portfolio

- Steven: Is there possibly a way to use class ranking?

Ryan: Again, the motivation and rationale provided but exact logistics have not been given  
Ishan: Was this part of the Town Hall?  
Teresa: This came up after the Town Hall  
Ryan: Discussions were had about this in Academic Committee but now they are deciding to roll out with it rather quickly  
Billy: Do you know how much university pays for Blackboard?  
Ryan: No

**VPSL – Absent**

Teresa: I will be working with VPSL and Gradball Chair to work on video for Gradball  
Ishan: Elaborate details about “mitigating conflict of UTP”  
Billy: Groups are not using rooms they have booked so space conflict issues  
Mehran: Who is VPSL collaborating with about changing the Club Affiliation process?  
Teresa: Does VPSL have intent to launch international committee as a temporary directorship, similar to the Alumni Outreach director?

**MOTION by Tabish Gilani to appoint a member to the Review & Search Committee**

Second by Ryan

Mehran: What is this committee?  
Teresa: Bylaw 6 outlines the process for this. We did this 4 years ago to replace our Business Manager with the Search component. We are now responsible with the Review component to review her role and responsibilities  
Mehran: Request to amend whereas clause stating “University” to “Engineering Society”

Motion carried

**Nomination from Yerusha**

Yerusha appointed

**Point of Order by Shubham:** We should have had time for questions for the candidate before she leaves and we vote

**MOTION by Mehran Hydary to authorize the Finance Committee to make deductions from the final amounts given to each department from the Levy Fund**

Second by Ernesto

Mehran: Everything is in the motion, \*a generic example provided to outline motivation  
Ernesto: Mehran said everything

Ben: Does this motion require an annual renew  
Tabish: A policy would be made for this to ensure continuity

**Friendly amendment by Ishan: Amend to “in the 2014-2015 year”**

Billy: Will this motion cause groups to artificially structure their requests to avoid this?  
Mehran: We have invoices to approve requests

Motion carried

**SPECIAL MOTION by Mehran Hydari to update the section on fees in Bylaw 1**

Second by Francis

Mehran: We are reflecting inflation costs, it was done already but are updating bylaws to reflect this  
Ryan: Why part time fees are only \$3 less than full time fees  
Mehran: When fees were set previously, this was done, we will review  
Ernesto: Does this mean it will not be passed to next AGM  
Tabish: It will be passed now and ratified at AGM

Motion carried

**MOTION by Cory Sulpizi to accept the affiliation of new clubs within the Engineering Society**

Second by Mehran

Mehran: Has Teresa reviewed these?  
Teresa: No  
Tabish: Affiliation report is brief from email and if approved, this is all the info and context that will be provided in the minutes and other documents  
Mehran: No problem with postponing this given time and I want more context and details  
Saarthak: If we postpone this motion, how will it affect the clubs?  
Ryan: It means we will not have access to bank account until after being affiliated.  
Ashkan: Elaborates on what the Engineering World Health is  
Billy: Why is LGBTQase being affiliated if it exists?  
Ishan: Only new ones need to be affiliated, existing just check they are still affiliated.

Tabish rules motion out of order for LGBTQase

**Motion by Ben to postpone to December meeting**

Second by Ishan

Motion carried (Ryan abstains)

**MOTION by Matthew Lee to strike the Election Rules Committee**

Second by Ryan

- Matthew: It's required by the bylaws  
Ryan: It just has to be done
- Saarthak: What is this committee?  
Matthew: Committee to set rules for Election Rules for Officer Elections  
Mehran: Does this affect the Orientation Chair?  
Matthew: The committee is purely for the officer elections, and it's an elections rule committee for officer elections  
Ryan: Can you elaborate on the requirements for members  
Matthew: If you're on the committee you're ineligible to run for officer positions. You are still eligible for class rep and board positions. It only disqualifies you from being an officer  
Tabish: Reviews Bylaw clauses  
Jimmy: Asks to clarify how current rules are still in force until overwritten by new set.

Motion carried

**Nominations from Ishan and Ben**

- Teresa: What are areas of improvement for elections?  
Ishan: Will need to look over documents  
Ben: Review process  
Ashkan: Do you have problems with the September election  
Ben: It was rushed but now we can see the effects of a shortened time  
Ishan: It was tried and we found out what is good and bad so we can build on it  
Jimmy: Asks Ishan if anything specific he wants changed  
Ishan: No, just want to review, no major overhauls  
Ben: same as my previous comments

Ishan and Ben appointed

**MOTION by Ryan Gomes to hold a Mental Health Awareness Campaign**

Second by Jimmy

- Ryan: This is a good cause, I have spoken with community outreach director and we do not do as much work in this as other Faculties (ie. A&S)  
Jimmy: It's a good and important
- Jimmy: What are the detailed implementation?  
Ryan: It will mostly be a public advocacy campaign, recognizing mental illness and direction to places to get help  
Saarthak: What is the community outreach director?

Ryan: Her role is to do outreach and engage with the Skule community. This type of campaign is part of her mandate

Saarthak: Is the “means” something she will be working with?

Ryan: University has campus initiative for this and this is the main mean. Off campus groups were what I intended by “other means”

Mehran: With regards to SafeTalk, the Community Outreach Director is not signed up and if she intends to lead this then she should be there and to use other leaders who are at this session to be part of her working group

Ernesto: Why is this being brought to the Board as it seems just to be an added project for a director?

Ryan: I wanted it to be an endorsement but it is not necessary for it

Tabish clarifies that anything that is passed by the Board, it becomes a Society stance and as such is already “endorsed”

Teresa: As this directorship is part of VPSL portfolio, have you spoken with him

Ryan: Have not spoken with Cory

Ashkan: What are the plans for this?

Ryan: This is more of a public awareness campaign

Yerusha: The University has already done a study and will make recommendation about mental health ([mentalhealth.utoronto.ca](http://mentalhealth.utoronto.ca)) and sessions will be held regarding this and I hope to speak with any interested parties about this

Shubham: I have recommendation to work with CAPS and CAMH to promote awareness

Ryan: We will work with CAPS on this, I fully intend on this

Faizan: What are ways we can get involve with the campaign? Are there going to be events?

Ryan: I intend this to be a public awareness campaign so stuff like social media, events will be coming

Mehran: As we are endorsing this as a Board, can we get an outline for this project at the next meeting?

Ryan: I would say this should be more of an instruction to the director and then they respond to their overseeing Officer

Mehran: As I am endorsing this, I want to know exactly what I am getting behind

Teresa: I have had meetings with the university regarding this topic and since there will be future meetings with wider audience, I want to be able to speak intelligently about this. If we postpone this, we can be better integrated with work with the university administration

Saarthak: I have noticed similar things at Chestnut Residence

**Friendly amendment by Yerusha: Last be it resolved clause to read “Be it resolved that the board support the spirit of this campaign of mental health awareness”**

Billy: I have also had many similar things relating to this as the Ombudsman and these attempts are all disjointed and I would suggest a centralized way to work together with all these groups

Marissa (from Ryan): Mental health awareness and support is not very strongly supported in engineering and we should work towards supporting this

Motion carried

**MOTION by Ryan Gomes to update and renew the Terms of Reference for the Academic Advocacy Committee**

Second by Praneet

Ryan: This is a document the AAC worked with when it was in effect 2 years ago, I am just updating it such as voting rights and its mandate

Praneet: Nothing further to add

Motion carried

**SPECIAL MOTION by Karan Shukla to recall the Engineering Society Webmaster**

Second by Saarthak

Karz (statement): Feel free to vote as you wish on this issue, I have no further comments

Saarthak: Based on previous Board discussion, I believe we have come to some consensus regarding this

Teresa: I believe it is prudent to allow Webmaster to speak since he is here now

**Motion by Ryan for informal discussion of 5 min**

Second by Ernesto

Motion carried

**Motion by Matthew to extend informal discussion by 15 min**

Second by Teresa

Motion carried

Peter: It seems to be communication problems with the Webmaster, we should look into improving this

Teresa: I believe this is more of a leadership and supervision issue, I would like to suggest moving this director under my supervision for the remainder of the year. Being a project director is not just the technical aspect but the leadership. It is possible for the director to offload all their work to others. While they may be technically competent but when the leadership competency is poor for the

society, it may be more prudent to be part of the working committee and not the director

Jimmy: If so many tasks are so monotonous, why do you want to keep your role if it's a volunteer position?

Shubum: Is there a way to resolve the issue within the Board without effecting personal opinon?

### **Motion by Shubham to move to In-Camera Discussion**

Second by Ernesto

Motion defeated

Saarthak: If Teresa takes over the webmaster directorship, does that include the committee

Teresa: It's up for the Board to decide

Shubham: We are short on time and we need a replacement now

Saarthak: Would the committee take over the Webmaster's tasks

Shubham: The Committee will take over all the tasks in the meantime

Ashkan: The director should have known what the job entails but he is a volunteer so we should work with him more given his intent to learn

Ishan: It is not shorter in time to replace the current webmaster

Steven: What are the main issues with courses.skule.ca now?

Ryan: While the short term problems are resolved, the system is not properly setup to accommodate and setup on this. The issue has been repaired, for now

Billy: I don't feel the communication to the Webmaster is sufficient, I have spoken with the VPComm about it in September following concerns being raised. I haven't seen sufficient communication with the Webmaster regarding his performance. It is not completely his fault and if he continues in the role and moving the director under the President will yield good results.

Teresa: As a Society, we are looking for diligence and the Webmaster has been very diligent but the leadership diligence has not been there

Praneet: In diligence, he has prioritized tasks in my view. In leadership, it is important to learn and grow which he has shown to be willing to do so he should stay.

Shaishav: I was previously able to mass upload exams

Ryan: I don't feel comfortable continuing on the current path. While it's fixed now, I don't think the leadership is there

Tabish is cutting the speaker list given that sufficient information has been presented to the Board to make an informed decision.

Motion defeated (Ernesto and Peter abstain)

### **MOTION by the Ombudsman to ratify the findings of Investigation 201403, into the President's handling of Engineering to Policy**

Second by Saarthak

- Teresa: This report has set a precedent in the Society as it has caused confusion within the Society. In terms of damaging precedence, E2P is meant to present deliverables at the end of the years based on research transcripts from the past. I also see this as a way to better engage members. In comparison to the matriculation video, E2P has the same discretions as the video project with the same oversight from me. This is meant to be a trial year for E2P in which my oversight allows for them to decide their future next year. Does this set a precedence of opening new opportunities or scaring new clubs with bureaucratic reports? Speaking to the voting, it is up to the Speaker to decide conflict of interest, assuming I did vote in favour, there is no fiduciary conflict as I have not financially benefited from the motion. I do not know if ratifying the report is for the benefit of the Society as it sets precedence for the definition of conflict of interest, which is already part of the bylaws, as there were no contracts involved.
- Ryan: Can you elaborate on the circumventing of procedures for the clubs fair. While I have concerns about the report findings, I felt that Teresa had absolutely acted in good faith while handling E2P.
- Teresa: For clubs that were late, the VPSL had discretion over granting rights. As E2P is under my guidance, I used my discretion to allow them on the tables reserved for the Engineering Society. As I am overseeing, them and is directly representative of our heritage, I am not sure if there are any precise procedures being circumvented
- Billy (Speaking on behalf of complainant): The procedure of which clubs were admitted to the Clubs Fair (online sign up and going through VPSL) was not followed by E2P. It was solely at the discretion of the President to allow E2P to be at their table which is being opposed.
- Yerusha: E2P being an initiative of EngSoc is not illegal. It is entirely up to her discretion to do so. As I recall, there was no official motion to prevent E2P from being formed as an EngSoc committee. There was a discussion on this topic in an earlier Board meeting and while there were disagreements amongst Board members as to whether E2P should be an official EngSoc initiative, no motion was passed. So Teresa has the right to in fact create E2P under the EngSoc umbrella and give it permission to use EngSoc branding. As an EngSoc initiative, E2P is permitted to have a table without undergoing the same process as regular clubs. It is not a separate entity from EngSoc which has its own table at the fair. The point regarding the particularly advantageous positioning of E2P's table is not valid as such a claim is very subjective. With regards to conflict of interest, the Ontario Not-for-Profit Draft Default Organization Bylaw states the following: *"7.01 Conflict of Interest / A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any*

*part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.” It is hard to prove that the President had any material gain from what transpired as Teresa is not part of E2P (and thus does not benefit from any funds approved for E2P’s use). Also, the Speaker did not identify any conflict of interest at the time so no laws were broken. I also feel that the spirit of the report is that EngSoc should follow bureaucracy for the sake of bureaucracy. We are getting to the point of being very technical on trivial matters. I don’t feel that setting precedence on restricting the authority of Officers is necessary. At worst, it is simply not following best practices. No laws or policies were broken.*

Jimmy: I heard about this motion from Ryan from the Academic committee. I am interested in becoming more involved as Board Director or Officer next year. I am part of E2P but I am not speaking on behalf of them. Teresa, what is your involvement in E2P? What is your role? I asked Billy previously but what’s the motivation behind this complain? Were they just dissatisfied with the Clubs’ Fair spot allocation or anything?

Teresa: What is E2P? July 26 Skule Digest: Short term and long term deliverables and motivations behind. Inspired by our heritage. Here you go put it in the library shelf of the Engineering Society. This is an opportunity for engineers to have adhoc discussion and socialize. I meet with Judy and/or David to see how things are going and how she is shaping her timeline in terms of project management schedule. She takes my feedback. Has deviated from my initial intention? Compromise so that end of the year we will have results. Keep track of progress.

Billy: Motivations? Can you clarify what you mean by that?

Jimmy: What is the motivation behind the complaint? I’m not clear and not sure.

Billy: There should be no attempts to find out who the complainant is within this room and beyond. Who the complainant was (in spirit not in name), a big thing is that the complainant did not come as a person who was personally wronged by the action. He/she was a whistleblower and approved this to ensure that the Respondent was complying by our rules and bylaws. I took a look into this issue. I don’t think I’m qualified for some things. A number of interpretations exist for the definition of conflict of interest. Essentially, the complaint said this is an issue and please look into it and proceed accordingly. Who it was cannot be disclosed.

Tabish: I just want to make my stance clear on this issue. The ONCA does not apply in this specific context at all because I don’t see a conflict of interest and still stand by my original stance. As far as I’m concerned, Teresa as the president does not have a conflict of interest in the matter and that is my official position.

Jimmy: Do you have to be EngSoc member to complain?

Yerusha: No

- Mehran: I echo Yerusha's previous comments.
- Jimmy: I learned about E2P from the frosh week fair. So I think it was good.
- Anamjit (statement): Thanks to Billy for putting in what seem to have been several hours in conducting this investigation and preparing the report. As we vote on these motions, I want to put them in the perspective of all of the other service that Teresa, in her capacity as a volunteer, has provided. While she might have overstepped her authority, it was for a good initiative that she is passionate about and had a minimal negative impact, \$55, to be precise. I will go as far as saying that the matter at hand is nothing, but trivial and the intent of the complainant, unfortunately, seems to be to malicious, aimed at tarnishing the President's reputation and bordering misuse. I believe we need to reconsider how clubs officially use EngSoc endorsement but any punitive measures in this matter are not only absolutely unnecessary but also regressive in the interest of the Engineering Society.
- Ishan: I don't think she did anything that wasn't good practice or even circumvent any rules. I want to go on record saying this.
- Billy: What really matters is accepting the recommendations. There were some things that could've been done better. Some recommendations deal with addressing this for the future. Some deal with limiting Teresa's authority to do things without consent of executive committee or the board. Some are just recommendations to S & Policies committee.

**Motion by Shubham to consider all resolved clauses line by line.**

Second by  
Motion carried

**Motion by Yerusha to amend the first resolve clause to:**

*"Be it resolved that the Board confirms of having received the findings of the attached investigations; and*

*Be it resolved that that the Board accepts the findings of the attached investigations"*

Second by  
Motion carried.

**Clause: *Be it resolved that the Board confirms of having received the findings of the attached investigations***

Clause carried

**Clause: *Be it further resolved that the Board accepts the findings of the attached investigations***

Clause defeated

**Motion by Billy to remove "in accepting the findings of the investigation" from all subsequent clauses**

Second by Yerusha

Motion carried

**Clause: *Be it further resolved that the Board direct the President to cease summarily granting Engineering to Policy access to Society resources except as set out in recommendation #1***

Clause defeated

**Clause: *Be it further resolved that the Board set a deadline of the 31<sup>st</sup> of May, 2015 for Engineering to Policy to affiliate in some official capacity, as set out in recommendation #1***

Clause carried

**Clause: *Be it further resolved that the board overturn the result of Motion 14 of the September Board meeting, and re-vote on the matter as set out in recommendation #3***

Clause defeated

**Clause: *Be it further resolved that the Board direct the Policies and Structures committee to look into codifying how to handle future, similar instances as set out in recommendation #6-8***

Clause carried.

**Clause: *Be it further resolved that the Board direct the President and the Speaker to make all new Directors and Officers aware of the responsibilities they carry as fiduciaries of the Society, and the relevant laws and bylaws, and amend their transition documents to ensure that this happens for their successors, as set out in recommendation #9***

Clause carried

Quorum for the meeting was lost.

## **Adjournment**

**Motion by Yerusha to adjourn**

Second by Matthew

Motion carried

Meeting adjourned at 1650