

Call to Order – 1:41 pm, October 22, 2014 | SFU Theatre

1. Call to Order

The 2014 Annual General Meeting was called to order by Zied Masmoudi – Vice President Student Services. It was announced that the meeting attendance had reached 354 members, thus fulfilling General Meeting quorum.

2. Appointment of the Chair

The members nominated and appointed a Chairperson for the Annual General Meeting from amongst the membership.

MOTION AGM 2014-10-22:01

Masmoudi

Be it resolved that Chardaye Bueckert be appointed as the chair of the 2014 SFSS Annual General Meeting.

CARRIED UNANIMOUSLY

The Board of Directors acknowledged that the 2014 Annual General Meeting was being conducted on the Unceded Coast Salish Territories of the Squamish, Musqueam, Stó:lo, and Tsleil-Waututh people.

3. Adoption Of The Agenda And Review Of Meeting Rules

The meeting considered the agenda prepared by the Board of Directors. Changes or additions to the agenda were considered at this time.

The Chairperson provided a brief overview of Robert's Rules of Order, a system of meeting rules and procedures that the Student Society uses for the general meeting.

MOTION AGM 2014-10-22:02

Vickery/Amended Wallace/Woodbury/Woodbury/Woodbury

Be it resolved to adopt the agenda as amended

Reaching two-thirds majority, the agenda was amended to include a motion seeking to adopt a special rule of order to limit the discussion times and was therefore added as item 5A.

A motion was put forth by a member to sell the Highland Pub to a private enterprise, with a view of separating a private business function from student government. However, with 40 in favour and 136 against, this did not meet the minimum proportion of voters in favour and therefore was not added to the agenda. The membership was reminded that similar issues could be addressed at a Board of Directors meeting. The member bringing the issue forward was invited to speak to the issue at a Board of Directors meeting.

A number of motions were proposed to amend R-3.3, AP-12.8a, and club policy for the creation of a separate club status. All three motions were accepted by the membership in attendance for discussion as items 10A, 10B, and 10C.

CARRIED AS AMENDED

4. Adoption Of Minutes

The 2013 AGM minutes were made available for consideration by the membership.

MOTION AGM 2014-10-22:03

Vickery

Be it resolved that the minutes of the October 23, 2013 Annual General Meeting of the Simon Fraser Student Society be adopted.

CARRIED

5. Resolutions and Special Resolutions

a. Special Rules of Order – Time Limits

MOTION AGM 2014-10-22:04

Munez

Be it resolved that speaking times be limited to three minutes, that the total amount of debate allocated for each motion be limited to 15 minutes and that speakers alternate between those in favour and those against.

CARRIED

The motion was adopted and the annual general meeting was bound by the additional special rules of order.

b. Approval to Seek Build SFU Project Debenture

MOTION AGM 2014-10-22:05

Langmead

- a. *Whereas The Simon Fraser Student Society (the “Society”) and Simon Fraser University (“SFU”) have agreed to enter into a project (the “Project”) for the construction of a new student union building and stadium on SFU’s Burnaby campus.*
- b. *Whereas a referendum was passed by the members of the Society (the “Members”) on March 22, 2012 in favour of the development of the Project.*
- c. *Whereas the Society will need to borrow money from third parties to fund the development of the Project and is seeking such financing on the best available terms. In order to obtain such funding, the Society may be required to grant or issue security, in the form of a debenture, promissory note, mortgage, general security agreement or other security instrument, for the repayment of any amount so borrowed.*
- d. *Whereas the Society’s by-laws (the “By-laws”) provide that its directors (the “Directors”) may, for the purpose of carrying out the purposes of the Society, borrow, raise or secure the repayment of money and may authorize the issuance of security on the whole or part of the property or assets of the Society, present and future, including Society fees now or hereafter due or payable, except that no debenture shall be issued without sanction of a special resolution.*

- e. *Whereas the Society Act (B.C.) similarly requires that any issuance of a debenture by the Society be approved by the Members by special resolution and permits the Members to grant a general power on the Directors to issue debentures for a period of one year from the date on which such resolution was passed.*
- f. *Whereas it is expedient for the purposes of facilitating the Project and in the best interests of the Society that the Members exercise the authority conferred upon them under Society Act (B.C.) and the By-laws by giving the Directors the authority to borrow such amounts as may be required in order to pursue the Project and to secure the repayment of such borrowing in the manner that the Directors see fit.*

Be it resolved by special resolution that:

1. The Directors are hereby authorized, for a period of one year from the date hereof, on behalf of the Society, to borrow from such persons, firms, corporations, societies, co-operatives, credit unions, trust companies, banks or other lenders as they deem desirable, such amounts as are determined reasonable or necessary by the Directors for the purposes of the Project, on such terms as the Directors may from time to time approve.
2. The Directors are hereby further authorized, for a period of one year from the date hereof, on behalf of the Society, to secure repayment of any and all borrowing in such manner as the Directors consider to be in the best interests of the Society, including, without limitation, by the creation, granting and/or issuance of debentures, promissory notes, mortgages, general security agreements and such other security instruments charging all or any portion of the real or personal property of the Society, all on such terms as the Directors may from time to time approve, without further authorization from the Members.
3. Any two Directors or officers of the Society are hereby authorized to execute on behalf of the Society, under seal or otherwise, any agreement, debenture, mortgage, security agreement or other instrument that such person deems necessary or desirable to effect any borrowing by the Society or to give and perfect any security granted by the Society.

The Build SFU Project includes a SUB and a stadium component. Since 2012, the Society has engaged in thousands of hours in outreach to obtain student feedback, which has allowed for the selection of the site and the types of amenities within the space. The current year was the design phase, including various consultations. The stadium would provide 2500 seats, and would include a link/fieldhouse connected with the Lorne Davies Complex.

Member Gray expressed concern around the \$65 million dollar liability that would ensue from a debenture, since the building and stadium would ultimately be owned by the University.

Member Yang raised questions around the proposed location of the Student Union Building and its effect in displacing the Sustainable SFU Learning Gardens that was currently placed in the proposed site (between MBC and the AQ), as well as potential impact on parking. The Build SFU General Manager clarified that the Sustainable SFU Learning Gardens were put into place for a three year term and were always constructed to be temporary. Sustainable SFU has been engaged in discussions with Build SFU throughout the project and SFU has indicated that the gardens can be relocated elsewhere on the university grounds. Additionally, there will be no impact on parking, with the limited service parking being retained to service the building.

Member Yang sought clarity around the repayment of the debenture.

The Build SFU General Manager indicated that the Build SFU levy was approved 2 years ago by the membership via referendum. The levy began at \$10 per semester per student, which thus far had been paying for the design phase and other expenses relating to the project preparation. The levy amount would increase by \$10 until it reached the cap of \$90.

Member Koenig requested clarity on the term Directors as it related to the motion.

In reply, the Build SFU General Manager expressed that the term referred to the Executive Officers, and it was likely the President and the Vice President Finance who would sign on behalf of the SFSS. Only signing officers could sign the debenture and would require Board of Directors approval. Build SFU had already received a number of loan offers and would present them to the Board of Directors after a number of issues were resolved.

Member Woodbury expressed concern around the currently proposed size of the rehearsal rooms, meant to accommodate music and dance groups on campus. It was raised that the current space allocated to such a room may not serve the needs of existing clubs on campus with a musical or performance mandate.

The inclusion of a rehearsal space was largely attributed to feedback from the student consultations. The membership was reminded that the Student Union Building had to be designed to serve the needs of all undergraduate students, and that an increase in the size of such a space would ultimately impact other spaces that have also been requested by the undergraduate student body. The space allocation for the rehearsal rooms was recommended by the Society-retained architects based upon their experience designing Student Union Buildings at other universities, and could be combined with the multipurpose room to serve the needs of performance clubs. Finally, the building could not reasonably be expected to fulfill all space needs on the Burnaby campus.

Member Woodbury countered that other groups, such as gamers, could utilize any other space on campus.

Member Lam raised a question regarding the maximum payment students could expect to make. The total amount of such payments would be based upon when students begins at SFU and the duration of their degree. By 2023, each semester students would pay \$90 per semester, with increases based exclusively on inflation as per the Canadian Consumer Price Index.

Member Lechner requested details on the expected longevity of the loan. The Build SFU team

had been pursuing 25-year loans, with a start date of 2017 once construction was complete. It was expected that the loan could be repaid within 20 years as the Society likely would have the funds to pay more than the principle after a certain period of time.

Time expired on the discussion on the resolution as per the special rules of order.

CARRIED

354 Votes Cast. 328 Yes. 26 No

c. Bylaw Creation – Loan Repayment And Student Society Levy

MOTION AGM 2014-10-22:06

Langmead

Be it resolved that the following By-law be created and accepted as presented effective October 23rd 2014 onwards:

The Society may not revoke, reduce or otherwise cancel a duly approved student society fee that has been implemented for the purpose of repaying a loan made to the Society or on the basis of which a loan has been made to the Society if the effect of such revocation, reduction or cancellation would be to cause the Society to be unable to repay the loan as it became due.

As the debenture had passed, it became necessary for a bylaw to provide assurance to banks that the levy will continue to be collected until the loan was entirely repaid. The membership was reminded that all bylaws, policies, and changes are subject to change at any AGM, SGM, or referendum.

CARRIED

292 Votes Cast. 283 Yes. 9 No.

6. Receipt Of Report From the Board Of Directors

A report was presented detailing the activities of the Board of Directors from October 24, 2013 to October 21, 2014. The report included letters from the President and the SFSS Executive Director, an extensive review of the Build SFU project, and reports on activities, committees, and departments. Highlights include:

- Accessibility Fund Advisory Committee – funding had been allocated towards the installation of a second accessibility elevator within the student union building. A number of wellness outreach activities were being planned.
- Advocacy Committee – Initiatives have included advocating for the implementation of open source textbooks, transit issues, deferred maintenance, and international student fee increases.
- Constitution and Policy Review Committee – engaged in issue of governance reform, codes of conduct/means of redress.
- Collective agreement work had concluded with Food and Beverage Services.
- An enhanced extended health and dental plan had been instituted alongside the existing basic plan as per the successful referendum question.
- SFSS has introduced an emergency food bank programme, which has assisted hundreds of members in need

- Recent additions have included the expansion of food bank programme to Vancouver campus, delivery of certificates to residences, and the expansion of the programme to accessing SFU Dining Services.

All members were reminded that the Board of Directors and all committee meetings were open to the membership to participate in and ask questions of.

As a significant number of members left after the special resolutions, a member requested a review of quorum.

QUORUM WAS LOST AT 2:29PM WITH 163 MEMBERS

As per By-Law 11.6, in the absence of full quorum, the meeting shall transact only such business as is specifically referred to in By-Law 11(1) [a]-[f] (i.e. regular AGM business).

MOTION AGM 2014-10-22:07

Ali

Be it resolved that the 2013- 2014 report from the Board of Directors be adopted.

CARRIED

159 Votes Cast. 158 Yes. 1 No.

7. Receipt Of Report From the Vice President Finance

The Student Society VP Finance provided an overview of the Student Society's finances from October 2013 through October 2014.

In the previous year, the Society:

- Had great success in reduction in deficit for retail services due to streamlining of services and new management.
- Delivered significant contributions to the unrestricted fund to protect against unexpected liabilities.

In the current year:

- The SFSS expected to continue to decrease deficit in retail services.
- The Society continued to seek greater financial transparency for the membership.

Members interested in Society financials were invited to Finance and Administrative Services Committee meetings, where the Society discussed budget increase, decrease, and reallocations.

MOTION AGM 2014-10-22:08

Ali

Be it resolved that the 2013- 2014 report from the VP Finance be adopted.

CARRIED

147 Votes Cast. 146 Yes. 1 No.

8. Receipt Of Report From The Auditor

The Society's auditor, Tompkins, Wozny, Miller & Co., provided an overview of the Student Society's audited financial statements. The following represents the highlights provided by the Auditor.

- Statement of Financial Position - Equity across the organization has increased overall.
- Statement of Operations and Changes in Fund Balance.
 - January 2014 – Build SFU Levy began collection.
 - Retail services experienced a reduction in wages and costs.
 - Build SFU had an increased number of staff.
 - Increases in building operating costs at the university.
 - Student bursaries had increased across the organization.
- Independent Auditor's Report
 - The Auditors believed that the documents provided an accurate picture of the Society's financial position.

9. Appointment Of The Auditor

The auditor responsible for the coming year's audited financial statements was to be appointed by the membership. The Board of Directors recommended the re-appointment of Tompkins, Wozny, Miller & Co.

MOTION AGM 2014-10-22:09

Munez

Be it resolved that Tompkins, Wozny, Miller & Co be appointed as SFSS Auditor for the 2014-2015 year.

The membership was informed that the Board of Directors conducted a Request For Proposals with an extensive search of various auditing firms, and the Board found that the reappointment of the incumbent auditor was the best option for the Student Society.

CARRIED

162 Votes Cast. 161 Yes. 1 No.

10. Other Items

As quorum was lost, the following items added by the membership could not be discussed in a formal capacity within the annual general meeting. The membership was reminded that such motions were under the purview of the SFSS Board of Directors and the Board expressed interest in discussing such concerns in the coming meetings.

MOTION AGM 2014-10-22:10

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Be it resolved to amend R-3.3

INQUORATE

MOTION AGM 2014-10-22:11

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Be it resolved to amend AP-12.8a

INQUORATE

MOTION AGM 2014-10-22:12

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Be it resolved to create a new club status for clubs that have been on campus for a long time.

INQUORATE

11. Adjournment 2:43pm

MT Note: The AGM Minutes presented above includes details recorded by the Student Society Minute Taker, as well as information captured verbatim by the Society retained stenographer, Carol Zahn, CRS(A), of Accurate Realtime Reporting Inc.

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