



AMS Corporate General Meeting Minutes

April 6th, 2022

Minutes are tentative until approved at Assembly.

The meeting was convened at 5:00pm. EST.

Chairperson Devenny: Good evening everyone, welcome. In 1969, the AMS was incorporated under the Corporations Act as a non-profit corporation, and a corporation of this type must have a board. It started with just the President, VP, Secretary and Treasurer, and grew to its current form in the 1980s.

The Board has three main roles within the AMS organization. The first is strategic guidance, so that would be to oversee the business-planning process and ensure the AMS is on track to achieve long term business and financial goals. Secondly, financial accountability, which involves monitoring the fiscal management of the AMS and ensuring it is financially sustainable corporation. That would include approving all corporate budgets, office budgets, capital expenditures and the overall budget for the AMS. The third area is Human Resources support. The Board retains exclusive jurisdiction over all AMS policy concerning personnel that receive payment for AMS involvement. This includes reviewing and approving the creation and all changes to all paid positions, including honoraria. The Board of Directors composition is just like it was last year, no changes. We have two one-year Directors completing their term and then we have two two-year Directors completing their second year of their term, so four Directors total and some of them have joined us today, so thank you very much. I believe I saw Patrick and Dave join. Thank you for joining as well as a thank you to the Executive, President Kasim, the VP-OPS and VP-UA. And last but not least, we have one nonvoting member, the General Manager.

Moving on, there are six standing committees on the Board. These committees conduct most of the Board's work and are each focused on a particular part of the Board's mandate. Today, Tim, who's the F&R Committee Chair, will be giving us an update, followed by the Personnel Committee Chair. I take on the Audit committee and Strategic Planning Committee Chair roles and Alex McDonald, who's the Vice Chair of the Board, takes on the Governance Committee Chair role. Occasionally the Board also forms ad hoc committees to address specific matters.

The F&R Committee makes recommendations to the board regarding AMS financial management reporting. The Audit Committee makes recommendations to the Board after reviewing the annual independent external audit process. I won't get into too much detail because those will be covered in detail shortly. Some personal updates for me: there was an ad hoc committee at work earlier in May and June. This year we also took on some Professional Development sessions and evaluated the strategic component of the board. There was also some work done regarding community relations and Student Director hiring and stability, as well as a greater focus on Board continuity beyond April.

I'll move on now, and I'm presenting this on behalf of Alex for the Governance Committee. A couple of new projects are being worked on, in particular, evaluating transition, orientation, and training on the board. We did a Board self-evaluation and IT Professional Development session as well as a couple of other governance responsibilities. So a couple of committee goals that were defined earlier on in the year: completing the Board self-evaluation was a key goal, as well as updating and improving the policy-tracking process and implementing a new filing structure.

The Governance Committee has approached policy changes with the goal of reflecting current practices and attitudes, adhering to statutory requirements and balancing efficiency with diligence, and so there were three key pillars here with respect to organizational governance that were addressed. So the first was Information and Records Management Policy. The second was procedures for Board policy changes and then the last one was the Permanent Staff Policy and that was to ensure that the AMS is compliant with certain legislation and best practices. And then the training and development piece that I

mentioned earlier was also addressed in depth, as well as that performance evaluation piece I mentioned. Some of the immediate priorities for the Governance Committee are transitioning new members, as well as documentation and ensuring that there's no loss of momentum and ensuring that year over year, we're able to keep up. If you have any questions I will try my best to address them, but you can also reach out to Alex who will be more than happy to take care of those at vicechair@ams.queensu.ca.

Speaker Li Wu: Alright, I see no questions, so thank you, and we can now move to the Committee Chair Reports.

Finance and Risk Committee Chair: Hello everyone, glad to be here tonight. I'll start off by going over what the F&R Committee is. Our mandate is to make recommendations to the Board concerning financial management and reporting the enterprise, risk management and modern internal processing for the corporation. Basically, every month we review the financial results of AMS and see if we're still on target to reach the goals set out. And if there are any concerns or areas that we want to look into more, we reach out to the executive to get answers and make sure that we're always on track.

So going into the year we focus on monitoring the monthly operating results of all the services and the offices, review any significant expenses, and this year we also focused on redeveloping the AMS Risk Matrix and developing new reporting policies and procedures. Going into a little more depth for the monthly operating results, we went through each service and overall year to date results, and this helped us consider monthly trends and historical trends across the organization to make sure all our services, our offices, everything are in a good standing and their budgets are accurate and up to date. Reviewing significant expenses was not needed to be done this year, just the way it played out we didn't have any capital expenditures that we needed to be approved by Finance and Risk and the redeveloping the AMS Risk Matrix. Our Risk Matrix coming into this year was not a great document. It was very out of date and it really did not show what the AMS risk profile was as a whole. The goal was to rebuild this so that we can be confident that as a corporation we understand our risks, understand what we need to be doing to mitigate these risks. That meant developing new policies and procedures so that we have ironclad

procedures going forward, and that the risks will get the attention they need year over year. And so we added objective ways to evaluate all our risks, and we ensure all risks get a thorough review every year. We added layers of responsibility so that if one person isn't doing their job or forgets to do something, it goes to the next person, goes to the next person. And again, we created the detailed procedure to ensure it's understood and reviewed every year and that everyone who is a stakeholder in this matrix knows what they're doing, knows what their role is and can help mitigate the AMS risk profile as a whole.

Personnel Committee Chair: Alright, I'll take it from here. The Personnel Committee's mandate is that we are responsible for the oversight, the review and establishment of policies, remuneration pertaining to all students and permanent staff, as well as volunteers to the AMS. The Committee regularly reviews and updates the AMS Human Resource policies to streamline the process of approving changes to job descriptions, review remuneration framework and recommend any changes to the Board for approval as well as review of the HR office to include sustainability of structure and staffing.

This year we had five pillars in our goal plan and I'm going to go through how each of them were checked off. Starting with the very first one, we will look at reviewing and updating the day to day HR policies. This was quite entertaining for us, we're certainly happy to report that we got them completed because they're really old, outdated and hard to read. So we looked at Employee Policy and Transition Policy and what we're calling the Standards of Performance. Our goal was to condense the policies, remove outdated stuff, and make it all more reader-friendly so that it can be effectively applied. We made a lot of changes to Hiring Policy to make sure that it's in line with current hiring practices. There were some things in there that we didn't do along with a lot of outdated titles and positions that we merged. A big shout out to the Personnel Committee for all their work over the last few months on all of this. I also want to recognize the HR team's work on creating professional development opportunities for senior leaders this year. This was the first one that the Board of Directors ran and it was a huge success. We looked at growth mindsets

and at transitions, and we focused on helping the senior managers come to kind of focus their heads around the old transition process and if I do say so myself it was a great event.

I'm going to switch gears really quickly to talk about governance. The Governance Committee has a mandate that is responsible for all of the other policies that don't have to do with HR. For example, our bylaws and our Constitution. This year, we wanted to review and update the AMS Constitution in alignment, and we successfully passed amendments to the Constitution at the last Assembly and the proposed changes to the bylaws will be up for you to see later in today's annual meeting. The Constitution was a great success. I worked closely with Amir, Alysha and the rest of the Secretariat team and I'm really happy with what we accomplished.

In terms of the corporate bylaws, I'm going to talk about this in a bit so I won't carry on here. The final thing I wanted to talk to you about is our modeling process for yearly evaluations, it's something that we do measure and make sure that we're progressing in the direction that we want. And at the end of the year we take a pause to develop a list of recommendations from this evaluation so that next year's team can have an even more successful year than we had this year. I'm happy to take any questions now or offline if you want to send me an email. Thank you for listening.

Speaker Li Wu: Alright, I see no questions. Thank you for that and we can now move onto VP-OPS Hu.

VP-OPS Hu: Hello, everyone, I hope everyone is well. I am Tina Hu, the AMS VP of Operations. I just want to preface that I'm recovering from a concussion, just managing symptoms and so I have to reduce my screen time today. Okay, so the Operations Statement is the financial reflection of this year's management and their goal plants. The AMS is founded on the goals of providing students with support, learning opportunities, long term viability and sustainability. So I'll go over some brief and notable changes to our budget. The budget has a conservative vision for revenue streams, these are projected, not actuals. Part of the reason we lowball the

projected revenues is because we have unknown cost factors to contend with, like inflation and the impacts of COVID-19. I'll walk you through the operating budget through our three executive offices as I did the budget review in December. So in the offices, we saw about \$4.5M in revenue and there's zero variance between our actuals and what was measured is about \$4M, which is a tiny 2% smaller than expected.

So for the offices we're sitting at a very slight surplus of \$44,000, mainly due to a delay in transition and professional development expenses, delays in some social projects. There was also a deferral of the hiring with the addition of a new marketing officer as a permanent staff position.

Moving on to our services, which are managed by the AMS VP-OPS. We have our nine services, covering food, retail, safety and media, and they are funded either through a user-pay or service-specific student activity fee. Our services have seen about \$3 million in revenue and so that's a combination again, of student activity fees, donations, and sales. Common Ground this year has seen higher sales on desserts and premades which is very, very exciting. The Food Bank is seeing higher donations and also the PEACH revenue. We're seeing lower than expected sales at Tricolour Outlet and that's primarily due to the relocation out of the JDUC and into the Queen Center and the Rideau Building receptive and we're also seeing lower advertising revenue from the Journal.

We're seeing lower expenses than budgeted, and the majority of expenses come from wages. We're seeing that just because we're seeing some more efficient staffing structures within our services. Which results in about a \$300,000 surplus, so it's a higher surplus than budgeted and it's due to lower expenses and a delay in special projects. We're seeing some surpluses at Walkhome and StuCons. These services are funded through student fees, so we've reassessed the fees to ensure that we're not taking more from students than we need. So on next year's fee slate, the Walkhome fee is decreasing by \$1.69 and the StuCon fee is decreasing by \$2. Zooming out to the bigger picture, we should be oscillating around zero by the end of the year and we currently are doing a little better than zero, which is great.

Moving onto the governance side of things, these are the financial statements for the commissions. Allocations for the commissions are approved by Assembly and managed by the AMS VP of University Affairs. We saw \$900,000 in revenue and it's slightly lower than expected, primarily due to Orientation events generating slightly lower revenue than projected, which is completely natural. We're seeing about \$850,000 in expenses, and again, we're seeing lower than budgeted spending due to lower wages. There's also a lower cost of marketing within these commissions because of the delay in the distribution of brands, and I expect to see that to be reflected in the March financial statements which we aren't seeing because this statement is from February. So we're seeing a very small surplus, about \$60,000, and this is going to be rectified by the end of the year, we will be seeing that the Commissions will come down to zero. So overall, the AMS is at about a \$42,000 surplus, which comes as expected, and illustrates the importance of the executive reviewing our financial statements with the corresponding members of senior management and staff as needed. Overall, we're trending in a great direction. I would like to take this time to congratulate our senior management team this year, who have done a great job in managing their budgets, and following closely to their goal plans. Moving into our 12th month in office, it's been an absolute pleasure to see all of your successes and I'm looking forward to wrapping up our final projects and passing on the torch in only weeks. So thank you, as always, it's a pleasure to share with this group and I'm happy to take questions now or over email.

New Business

Speaker Li Wu: Okay, we're going to transition into new business. So from the agenda, there's two items of business.

Vice Chair DiFrancesco: Hello everyone, I'm here to speak to you about some policy changes. If you had a chance to read the appendix to the agenda, you'll have some of the fundamental background of what we're doing here. But in 2018, the Ontario government amended the Ontario Non-Profit Corporation Act which guides the corporate framework for all nonprofit corporations in Ontario. The AMS is a nonprofit corporation so we fall

under this. In response to the changes, the Governance Committee went through a thorough review of our bylaws to ensure that they are in line with these new changes. We did so in collaboration with our corporate lawyer and our newly amended Constitution. So we waited until the Assembly approved the constitution so that we could ensure our bylaws are also in line with that. So everything I'm bringing to you today has been seen by many eyes. And I'm really comfortable with the position that it's at, it went through our lawyer, our committee and Board, so lots of people have already made changes. The changes were mostly taken from the template provided in the legislation. And we were really lucky to only have a few changes. We were in a really good spot because our bylaws underwent a pretty thorough review within the last five years. In terms of changes, we expanded on our statements on conflicts of interest and the process for calling Special General Meetings like we had in December. We made some minor changes to keep in line with the amended Constitution. We added the statement at the beginning of the document that simply says if a single clause is unenforceable, the full document is, which is something that is really important to have in there. I'm pleased to say that the review was a smooth process. We didn't have a lot of changes to make and I do want to give a special thanks to our lawyer and general manager for their assistance, the Governance Committee for meeting on short notice to make this happen and my colleagues on the board for letting me bring this to you today. So I can take any questions if anyone has any, otherwise we can put it to motion.

Motion #1: “Whereas the Government of Ontario has updated their requirements for the Ontario Not-For-Profit-Corporations Act (ONCA), be it resolved that the Corporation approve the amendments to the Corporate Bylaws”.

Motion carries.

Amir: So fun fact about me, I recently learned that my last name means “man with the beautiful face”. Why do I want to be on the Board? Most of what the Board does really overlaps with everything that I’ve done as Secretariat. Policy is my job this year, and I want to continue applying my skills.

HSS President Schreyer: Chairperson Devenny, what is the time commitment of this position?

Chairperson Devenny: 5-10 hours a month, and possibly more if the candidate steps up to lead certain committees.

HSS President Schreyer: Is it a paid position?

Chairperson Devenny: It is a volunteer position but there is an honorarium. Any questions for Amir?

ResSoc President Yeung: In terms of policy, how do you plan on ensuring that you work with ResSoc?

Amir: I've learned my lesson this year that talking to ResSoc early is important, so I plan on connecting in the summer before the academic year starts to talk with the new ResSoc president.

Chairperson Devenny: Seeing no more questions, we'll bring this to a motion.

Motion #2: "Be it resolved that the Corporation appoint AMIR-ALI GOLROKHIAN SANI to serve a term on the Board ending April 2024."

Chairperson Devenny: Moving on, the second candidate is Niki Boytchuck-Hale. We've identified her top skills as marketing, institutional knowledge and effective leadership. Niki is also a fourth year Bachelor of Fine Arts student and Con-Ed student.

Niki: Hi everyone, I am really excited to potentially serve on the Board of Directors. My AMS origin story goes back to 2019. I loved hanging out at the Queen's Pub with a side of fries and a group of friends and I would work there all day. I applied to work there, I was hired as a service staff and my dreams were shut down before they even started because of COVID. I discovered that there were other opportunities on the AMS besides the campus pub, so I downloaded a free trial of Adobe and I scraped together a graphic design portfolio for StudioQ, and a few years and positions later I'm finishing my term as the Director of Marketing. And I share that story because I would say that I am the epitome of the AMS working as it should: I had no experience, I was provided an opportunity to learn skills that were not available to me in my academic courses, and I funded almost all of my tuition and living expenses and I've met some really incredible people, and an entirely new career path was opened up to me and because of the connections I've made, I have some really great opportunities after graduation. Not to say that my AMS experience has been perfect; I have continuously seen opportunities for improvement, whether it's directly involving myself or other students, and I've used some of the positions I've held to internally address some of these concerns. The Pickle Place may have been a silly joke, but I am seriously proud to say that I accomplished my entire goal plan, which is quite a big deal to me. Should I be ratified as a student director, I'm really looking forward to giving back to the AMS and using my experiences on both the services and the government side to continue creating positive change.

ResSoc President Yeung: How will you work with the residence society and include them in policy?

Niki: I'm more than happy to hold consultation meetings. Something that I would say is one of my absolute favorite parts of my current job is I've been able to consult a lot with university stakeholders. I love working collaboratively and coming up with big ideas and projects. And I'm always looking forward to starting new things and seeing how we can make students have a better experience and I think that should definitely include residence society.

AMS President Sikich: What are you most looking forward to accomplishing or working on as a member of the Board?

Niki: I think there's a lot of opportunities to continue some great work, a lot of which I probably don't even know about. Something that I can identify right now is I have a lot of interest in seeing what types of ways I can support the StudioQ merger. I've had experience working in StudioQ and it will also entail a lot of branding and marketing strategies and I think that's something that I have a special skill set in.

President Sikich: What unique perspective will you bring to the Board to challenge ideas?

Niki: I have been a part of the AMS in a few different capacities as a staff member and I've had experiences and seen opportunities for growth from the perspective of the staff. I've also seen as a manager and director some areas for improvement, about how to support senior managers better and the kind of communication that staff might be looking for. So I think that just because I've been in the services and the governance side of things, I have a unique lens.

Motion #3: "Be it resolved that the Corporation appoint NIKI BOYCHUCK-HALE to serve a term on the Board ending April 2024.

Motion carries.

Chairperson Devenny: The next candidate that the Board identified is Linda Yi Xu. We would like to acknowledge her business and technology knowledge as well as her prospective committee leadership. She's a third year commerce student.

Linda Yi Xu: Hi, everyone, it is an honor to stand in front of you guys today as a candidate for Student Director. I am an international student currently in my third year of studying at the Smith School of Business. I have focused primarily on Accounting and I plan to pursue a

CPA designation after I graduated in 2024. I have also gained valuable experience as the marketing coordinator and the financial analyst in commerce clubs this year so I believe my background in accounting and financial analysis will allow me to make informed and effective decisions in this regard. Also, my organizational skills and strategic thinking abilities have developed and sharpened over time and I believe that I can apply them to this position. Additionally, I would like to express my understanding and commitment to the policies and operations of a Student Director. I understand the importance of acquiring and maintaining an understanding of the corporation's financial position. Critically regulating the financial and strategic operations of the AMS and making suggestions to improve them will also be one of my top priorities. Furthermore, I am deeply committed to promoting diversity and inclusivity in the AMS and the student community. My personal goal is to take an active role in organizing events that promote diversity, and also providing support to the minority groups and seeking out partners from diverse backgrounds. This passion for advocacy will allow me to contribute to the AMS mission to create a welcoming and inclusive environment for all students. So I believe I can leverage my passion for advocating for the student community and I will strive to contribute my best to this organization. Thank you for listening. I'm happy to answer any questions.

ResSoc President Yeung: How you will integrate residence and residence society stakeholders?

Linda: Oh, well, I think we can come talk to the team, to request a meeting or consultation. And then we can also be clear about the purpose of the consultation and provide some background information for ourselves. I think we can also prepare for the consulting by gathering any relevant information or materials and we can think through any questions or concerns that they may have and we need to address.

President Sikich: What are you most looking forward to accomplishing or working on in this position?

Linda: I believe working at AMS will provide me the opportunity to gain experience in management and learn different new skills and I think these experiences can be helpful with my future career prospects. Also being a student director can also provide a valuable experience in communication and also management and can be very useful in my future.

Motion #4: Be it resolved that the Corporation appoint LINDA (YI) XU to serve a term on the Board ending April 2024..

Chairperson Devenny: Next, we have Tiffany Li Wu. The board identified the need for Tiffany's skills in inclusive leadership, Orientation, institutional knowledge, as well as her macro strategy of being head gecko of the NEWTS and currently the Academic and Housing Resource Center Manager. Tiffany is a fourth year global development major and politics minor and I will invite her to come and answer some questions now.

Tiffany: I'll keep this short because you will get to hear from me for the next two to three hours. The reason why I want to apply for a Board position as I've been working for the AMS for the past three years hopping around between different commissions and different services. I have been working under the Commissioner of Campus Affairs for Orientation as well as Housing Resource Center and External Affairs and Advocacy as well as with Internal Affairs as the Assembly Speaker. These experiences have given me a lot of good insight into what the AMS stands for and how we can do better. I see the need for better communication, especially with Orientation because they deal with such a big budget.

ResSoc President Yeung: How will you integrate ResSoc and its stakeholders into policy conversations?

Tiffany: The first time I think that I met you was at the Residence Advisory Board meeting, and I think our collaboration over the years has given me a lot of good insight in terms of how it could be a better, smoother transition if we get involved with ResSoc early on in terms of better aligning our Orientation leaders and making sure we communicate. So making sure that the communication on Orientation schedules is clearly given each time based on faculty needs just because every student moving into residence would probably function on a different orientation schedule. Coming from experience, Orientation can be a very stressful time, so the more that we can integrate residence into those conversions, the better.

President Sikich: What are you most looking forward to accomplishing or working on in this role?

Tiffany Li Wu: I'm really looking forward to helping return Orientation to in-person operations. I'm very excited to see what new ideas everybody brings to the board, and maybe make some new changes to policy and the way we operate and maybe personnel changes as well.

President Sikich: What unique perspective will you bring to the Board?

Tiffany Li Wu: I think that I'll really be able to draw on my four years of advocacy and equity work as well as my experience as an international student and as Head Gecko. I've proven my skill at advocating for communities that have been underserved by AMS and I think as a Director having that voice on the table would allow me to do that on a bigger scale.

Motion #5: "Be it resolved that the Corporation appoint TIFFANY LI WU to serve a term on the Board ending April 2024..

Motion carries.

Chairperson Devenny: Alright, our next candidate is Nate Feldman, who is unfortunately on exchange in Copenhagen. The Board identified his top skills as government and policy knowledge, institutional experience and crisis management, all which would be assets to the board and he's also a 3rd year politics student. He provided a short video for an introduction.

Nate: Hi everyone, I've been involved in the AMS for the past two years and I'm hoping to continue my involvement next year. I'm the previous Elections Deputy and currently the Chief Electoral Officer of the AMS. I believe that a strong student government impacts a student's experience at university by providing services to students and allowing them to engage in student-run events. The AMS enhances the university experience by giving students the opportunity to participate and engage in school culture. The importance of Student Government has become more clear to me while I've been here in Copenhagen, in Denmark as a whole student government is virtually non-existent. Student clubs do not exist and school culture is solely academic. I feel the impact of this different model and would like to encourage and foster an environment where all students feel welcome and have the opportunity to become involved and engaged.

Motion #6: "Be it resolved that the Corporation appoint NATE FELDMAN to serve a term on the Board ending April 2024..

Motion carries.

Chairperson Devenny: So we're unfortunately losing one of our Community Directors this year and so we're bringing forward a new candidate. So this is Kanivanan, he couldn't be with us today but he's currently a Vice President at Metrolinx and is a former AMS President back in 2016. We believe that his top skills are institutional knowledge and experience in crisis frameworking, he was also the brain behind StudioQ. So back when he was Media Services Director, he transformed that into StudioQ and then over his time became AMS president. We believe that he would be a stellar Creative Director for us.

Motion #7: “Be it resolved that the Corporation appoint KANIVANAN CHINNIAH to serve a 3 year term on the Board as a Community Director.

Motion carries.

Chairperson Devenny: And last, we need to ratify the continuation of Ryan Campbell as a Community Director. Ryan has received his MBA degree in 2015 and he is currently the head of Global Employment Law at RBC. He's a great mentor to many of our students on the board as well as his extensive knowledge and employment policy and equitable structures and nonprofits has helped the AMS create our 28 new employee policies this year.

Motion #8: “Be it resolved that the Corporation approve the continuation of RYAN CAMPBELL as a 3 year Community Director.

Motion carries.

Adjournment

Moved by Chairperson Devenny, Seconded by Vice Chair DiFrancesco.

FOR: Unanimous
AGAINST: None
ABSENTIONS: None

Motion carries.