

## **Minutes of the AMS Advisory Board**

August 16th, 2021

### **Attendance**

Present: Lauren Benson (AMS VP Administration), Eshana Bhangu (AMS VP Academic and University Affairs), Cole Evans (AMS President), Mary Gan (AMS VP Finance), Keith Hester (AMS Managing Director), Jerry Jim (Professional), Mitchell Prost (AMS Student Services Manager), Louis Retief (Professional), Alessia Rodriguez (Student), Ron Gorodetsky (Professional), Saad Shoab (AMS VP External), Dana Turdy (AMS Strategy and Governance Lead)

Regrets: Samantha So (Professional)

Recording Secretary: Emily Covell (Executive Assistant to the AMS President)

### **1. Call to Order**

The meeting was called to order at 6:08pm.

### **2. Territorial Acknowledgement**

### **3. Approval of the Agenda**

“BE IT RESOLVED THAT the agenda be adopted as presented.”

### **4. Approval of Previous Minutes**

“BE IT RESOLVED THAT the minutes from the July 19th Advisory Board meeting be approved and sent to AMS Council”

### **5. Advisory Board Code Changes**

Cole: Governance committee approved these changes, but we just wanted to check in with the advisory board before we take it to council. The big change is that there is no more voting and non voting members, there's just membership. Any thoughts?

Jerry: Struck out items?

Cole: Notable items that were struck,

- For the composition, we did away with the student members and professional members -- just made it 5 members. With this particular group, individuals have been appointed more based on their credentials to the society, not the fact they are recent graduates for example.
- The appointment process is a bit different now too.
- The reporting is a little bit different -- in the past there was a quarterly report with specific things. We changed it so that the chair is responsible for updating council quarterly.

Jerry: Given that most of the Advisory Board members have day jobs, is it worthwhile to put something in, in terms of availability of the members -- that should be what drives the meetings?

Cole: I don't know if it lives in our code. This is something that is sort of dealt with annually. On our end it would probably be a common sense thing to make sure that we accommodate these meetings to members.

Dana: We also changed the term dates for appointed members from January 1st to May 1st to be in line with Executive terms!

Ron: What was the reason behind that?

Cole: It just didn't really fit with our calendar on any basis.

Ron: I think it might be sort of weird in practice, because when it is staggered, there is a little bit of carryover that may actually help with the transition. From a more operational standpoint, lining this up with the end of the calendar is actually better from a tax standpoint as well. It might be a little bit easier to keep it the way it is.

Jerry: I agree, especially with the transition.

Cole: Okay.

Louis: Now that it says 5 members, then that means that the executive committee can essentially appoint anyone? The way it's worded at the moment makes it sound like you can technically appoint anyone.

Cole: Council still has to approve it, and so does the entire executive committee.

Ron: To your point Louis, I don't think anyone would really try to stack Advisory Board in their favor (for example, hire a friend), because we aren't voting members anyway. I think it had been a good rubric before in terms of keeping the Advisory Board having a wide variety of people -- now you could potentially have a lot of the same kinds of individuals (all graduates for example). Maybe you could find a middle ground that gives some potential guidance to Executives on who they should be appointing (in case they don't have the experience to look for different voices).

Cole: Good point.

Dana: We can maybe keep the language on professionals that we had in there before.

Cole: You could just have a subsection that says “Advisory Board members should be professionals that have experience”. Just create some sort of a blueprint for who should be appointed -- so even council can just look at it and see if new individuals will fit.

Louis: In terms of having the president as chair, it used to be VP finance, which is all good -- but historically, there has been no way to remove them if they don't have enough time to put enough into these meetings.

Cole: Really it would be the same removal process. That mechanism is not explicitly mentioned, but it's more about if the chair of the committee is not doing what they're supposed to be doing, they can be removed.

Louis: There could be something added in article four indicating that you would follow regular removal regulations.

Cole: Sure I'll check in with Sheldon -- I'll just have to see how we can fit that in.

Jerry: How would council have a clear line of sight if Advisory Board wasn't running correctly?

Cole: There's supposed to be an update to council every council meeting, so it is brought up every single meeting. Then with those quarterly reports you can bring up how often they met, and then why they haven't met enough, etc. -- There are

definitely some recurring conversations about Advisory Board that are happening at council.

Jerry: Thanks Cole.

Alessia: One minor thing to add -- where you have the meeting notes, I would also add something about getting documents sent out beforehand.

## **6. Advisory Board Contract Update**

Cole: We decided that we are going to from-scratch create contracts for all of you. We will hopefully get those to you soon so that we can figure out any outstanding payments that we need to sort out for you -- we are trying to reconcile what has been before.

## **7. Fermentation Lab (Brewery) Project**

Cole: Please bear with me while I try to explain the history of the brewery, as I am unable to share documents.

- Early 2010/2011: The executive was working on having a brewery in the new student union building, which is the nest. Then the focus turned to a location at UBC farm.
- Now 2013/2014: The thought was that UBC is proposing that UBC farm would be a great place for a brew pub. These talks were happening and there was a lot of excitement in council.
- Then nothing really materialized in that current iteration.
- Later that year, there were talks about it being just a microbrewery, instead of a brew pub.
- AMS council talks about it a lot, but eventually votes against putting the brewery referenda on the ballot. However, Aaron Bailey, on council at the time and eventually AMS President in 2015, decided that they would take it on themselves to force a question on the ballot. It made it on, and passed.
- After that happened, the AMS wrote a letter to the dean of the LFS faculty, stating that the AMS would commit however much money, because the referendum passed.
- Between 2014/2018ish, there were discussions about how this would materialize.
- As recently as last year, they scrapped the idea of the UBC farm thing, and moved it to the student part of campus.
- Now very recently we have begun to realize that this is not a very smart investment, for a variety of reasons. The more that this project changes, it

becomes less tenable to run, from a business perspective. There are also concerns about our nonprofit status if we are selling beer. Even if there is a way to make it work, there is a question about how much money we are actually going to bring in from it. We are making, at best, a couple thousand dollars a month.

- In the absence of materials, I realize that this isn't very helpful right now. Without them, I still wanted to hear any thoughts that you may have. Is there anything that we have missed, from a business perspective? My personal opinion is that it is not really a good idea.

Keith: Thanks for the summary Cole. One other thing to mention is that the lawyers have also mentioned that the 2014 referendum might need to be re-run. It may be challenged that the students of now (2021) are paying for something that was decided for them.

Jerry: Many questions,

- Do we have experience running related business? (Liquor field)
- You mentioned a 3 million annual? Or a one-time outlay?
- In terms of the partnership with food services, if the AMS went to this venture, is it a term that is to be renewed every ten years?

Cole:

- Today, one of the biggest challenges is that we do not have any in-house experience. We would have to go on and build out that expertise internally (which is going to cost money as well).
- Second piece about the structure of the fee: UBC would probably front that fee initially, and then the AMS would likely pay back that fee over a certain amount of years -- until the AMS has fulfilled its payment.
- It would be space sharing with UBC, and the details all would need to be worked out.

Ron: In terms of my honest opinion, this reminds me a lot of The Perch -- and that didn't come around. It didn't have a very good business case, and the market just wasn't there at the time. I think your assessment is right, I don't think it's a good investment of time, energy, and resources.

Keith: The original business case for this was that the brewery was going to supply all of the AMS businesses -- but obviously that wouldn't work now if this place is going to be somewhere off of campus. UBC food services wasn't interested in taking any of the profit from this either.

Jerry: Is there any competition that would materially change the landscape, in terms of the UBC endowment, another facility that comes close to that?

Keith: No. The closest brew pub is, I think, BierCraft, and they wouldn't be competition.

Louis: I think it's a distraction and I think that I would feel bad taking money from students for a decision that they didn't make. I think that the only way it would make sense would be if you did it externally with like a third party.

Cole: Yeah, we explored that recently.

Louis: Not sure if it's worth the effort. Have you guys consulted a brewery expert?

Cole: I personally know somebody who works at parallel 39 and I thought about asking him about it, but even if we would be able to pull in like \$50000 from this place, that's 60 years just paying it back.

Louis: What do you need from us?

Cole: The point of this is just to introduce it to you. By the next meeting we might have some more materials for you.

Alessia: My only concern is what Keith mentioned about the referendum reflecting students' interests from 2014, which might not be representative of students' interests today. Would you have another referendum? Is it even worth it? If the prospects are not looking good... then I don't know that it'd be a good investment. I will let the business experts talk though!

Cole: I was actually just talking to Sheldon about this. I would even be tempted to have council just reject the referendum, and apparently our board does have the ability to do that (if it's something that is not in the best interest of the organization). Another option is that we could do another referendum, but it would have to speak to decline the old one -- but then if you don't meet quorum we are still stuck with it. It might be better to just say we aren't doing it.

Jerry: Another question in terms of how governance works, is there a time lapse in terms of referendum decisions? Does it have to keep going until something happens?



Cole: Yes, they exist forever.

Cole: Thank you everybody, we appreciate your time.

### **Next Meeting**

The next scheduled meeting will be on September 27th, 2021.

### **Adjournment**

There being no further business, the meeting was adjourned at 7:01pm.