



Board of Directors Meeting

OFFICERS/OBSERVERS OF THE BOARD

- Jeremiah Bowers President
- Admira Konjic VP Student Advocacy
- Ahmed Abdallah VP Student Services
- Sheldon Harrison VP Finance & Operations
- Maria Hamilton General Manager (Observer)
- Nicole Morrell Guest
- Hildah Otieno CFS Representative

DIRECTORS OF THE BOARD

- | | | | |
|--------------------|-------------|-----------------------|---------------|
| 1. Harjot Bhathal | FAHSS | 8. Abraham Abduelmula | Senator |
| 2. Biane Deghaiche | Social Work | 9. Deehana Cober | Senator |
| 3. Mohamad Mahmoud | Engineering | 10. Lena Sleiman | Senator |
| 4. Hadil Moussa | Engineering | 11. Serdar Ismail | Senator |
| 5. Maha Darbi | H. Kinetics | 12. Yasin Avci | Senator |
| 6. Manmeet Bhogal | Nursing | 13. Zeina Merheb | Senator |
| 7. Navjot Deo | Business | 14. Dastu Ibrahim | Board of Gov. |

REGRETS:

ITEM DISCUSSION

ACTION

1.0 Call to Order

The meeting was called to order at **6:00pm**

1.1 Appointment of Facilitator

Approval

BIRT Hildah Otieno be appointed as the Facilitator for this meeting

Moved: Zeina Merheb
(All in favour)

Seconded: Lena Sleiman
CARRIED

1.2 Election of Board Chair

Approval

BIRT Zeina Merheb be elected as the Board Chair for the 2018-2019 Term

Moved: Hadil Moussa
(All in favour)

Seconded: Serdar Ismail

CARRIED

2.0 Land Acknowledgement

2.1 We acknowledge that the land on which we gather is the unceded and traditional territory of the Three Fires Confederacy of First Nations, comprised of the Ojibway, the Potawatomie, and the Odawa. This territory is covered by the Upper Canada Treaties. Today, this meeting place is still the home to many Indigenous peoples from across Turtle Island and we are grateful to



have the opportunity to work on this land

3.0 Chair's Business

3.1 **Teleconference: Mohamed, Yasin, and Sheldon** Information

4.0 Approval of the Agenda

4.1 Director Serdar proposed tabling the April 5th, minutes until the next meeting since discussions that took place during the last meeting of the Board would invalidate these minutes. An emergency in-camera meeting was held without the consent of all Board members which ended up invalidating meeting. President Bowers stated that approving the minutes of April 5th, 2018 would only introduce a discussion and not change the entirety of the meeting minutes. Approving minutes only approves that the meeting took place. More discussions on the policies and by-laws of the UWSA were discussed. President Jeremiah called a point of order and said that there were two separate discussions happening, if there is an issue with the contents of the previous Board meeting minutes, they would need to be introduced in new business. Questions were asked to clarify specific definitions. Facilitator Hildah clarified. Director Zeina discussed that she would like to speak against the motion because there is not proper reason to why we should table until the next meeting.

BIRT the minutes of April 5th, 2018 be tabled until the next meeting

Moved: Zeina Merheb

Seconded: Maha Darbi

(All in favour): 2 members

FAILED

Opposed: 4 members

Abstained: 6 members

BIRT the proposed agenda be approved.

Moved: Zeina Merheb

Seconded: Hadil Moussa

(All in favour)

CARRIED

Opposed: 1 member

Abstained: 2 members

5.0 Approval of the Minutes

Approval

4.1 Public Minutes of: April 5th, 2018

BIRT that the public minutes for the committee meeting held on **April 5th, 2018** be approved.

Moved: Zeina Merheb

Seconded: Hadil Moussa

(All in favour)

CARRIED

Abstained: 4 members

6.0 Presentations to the Committee

6.1 OHREA – Accessibility: Denise

- 6.1.1 Denise presented on bringing in emergency evacuation chairs to be used when there is a fire and it can be used as assistance to those who use wheelchairs by an emergency responder.. Experiments were conducted by Human Kinetic experiments to



see which of the chairs would work best that has taken a couple years. Bulk pricing is at 25 chairs but the university can only afford 18. Approximately \$2845.00 for the chair including the alarm. It's been requested from the UWSA that they support for the purchasing of 3 chairs (\$9000.00). This would cover the chairs and the covers and OHREA would find the funds for the rest. Some questions were proposed. Denise expanded on those questions. Director Navjot asked how much was in the Accessibility fund to which The General Manager responded with \$90,000.00. We should purchase and install before the end of the calendar year so there is a bit of urgency, it takes 4-8 weeks to order and then install them. Director Zeina asked why come to the UWSA. Denise stated, this will impact everyone and UWSA supports a lot of those students. President Bowers stated this motion could be submitted through email and explained about the email voting policy and how it works. An action item was made to send out an email to motion to approve \$9000.00.

BIRT Denise from OHREA present to the Board

Moved: Zeina Merheb
(All in favour)

Seconded: Hadil Moussa
CARRIED

6.2 Committees of the UWSA

6.2.1 President Bowers explained the committees, who can sit on them and what the process is. The executives took turns explaining their committees and why they're the best.

6.3 Accessibility Fund Application

6.3.1 UWSA receives applications for accessibility needs. A student is asking for a laptop with Microsoft Office and Warranty which comes up to \$2000.00. They cannot afford this laptop and are requesting an Apple product because they are reliable and integrate better with multiple software including disability software. President Bowers discussed why the individual would require this item. It was discussed that Microsoft Office is given to UWindsor students for free and to change the motion to be stated in a way to see if it's okay not to have Microsoft Office added in the price. Director Hadil discussed it might not be necessary but to check if it's true that students lose access after graduating from the University. The General Manager stated according to IT, it is supposed to expire but can glitch for some students. Jeremiah suggested to fail the amendment and vote on the previous motion as original while checking for confirmation from IT with Maria.

7.0 Proposals/Posted Motions

Approval

7.1 BIRT (Navjot Deo, Biane Deghaiche, and Manmeet Bhogal) be appointed to the Finance Committee.

7.2 BIRT (Biane Deghaiche, and Hadil Moussa) be appointed to the Student Advocacy Committee.

7.3 BIRT (Manmeet Bhogal, Hadil Moussa, Maha Darbi, Harjot Bhathal, and



Biane Deghaiche) be appointed to the Student Services Committee.

7.4 BIRT (Navjot Deo, Mohamed Mahmood, and Manmeet Bhogal) be appointed to the Governance and Policy Committee.

7.5 BIRT the Accessibility Fund application for \$2630.58, dated May 25th 2018, be approved.

8.0 Reports

8.1 Coming Home Music Festival

8.1.1 The Coming Home Music Festival was discussed, updates were made and the Board was informed on the progress and the Vice President Student Services stated more updates to come.

8.2 Executives

8.2.1 Executives conducted their reports

8.3 Committees

8.3.1 There were no committee reports since there are no committees as of now.

8.4 Senate

8.4.1 Senator Zeina brought up the discussion about the Indigenization process that is occurring with Senate. Senator Zeina will bring forth more information with future discussion.

8.5 General Manager

8.5.1 The General Manager discussed, what the role is and how the General Manager affects the Student Centre and the UWSA.

9.0 Unfinished Business

10.0 New Business

11.0 In-Camera

12.0 Question Period

12.1 Director Lena asked a question about an emergency in-camera meeting that happened earlier and the validity of it. Facilitator Hildah discussed its validity using the Canadian Laws and UWSA's By-Laws and Policies. In this space, a decision cannot be made, it's talked about and then the decision is made out-of-camera. In other student unions, an in-camera session will happen, and discussions will take place (ex. legal), after leaving the session, it can be stated that the student union will be making a motion to mark that decision (ex. spend \$xx.xx on a legal matter). The legal matter would not be stated since it's confidential but the decision must be stated.

12.2 Director Dastu asked if by-laws regarding calling of the meeting apply to an "emergency meeting". Facilitator Hildah read the by-law regarding the "Calling of Meetings." A point was made was that this section applies to all meetings which would include "emergency meeting." If the by-law is not followed through regarding the calling of a Board meeting then the meeting does not qualify as a Board meeting and not considered a meeting.

12.3 Director Navjot directed a question to Nicole Morrell and asked if ever in the past was an emergency board meeting has been called and motions have been passed but the motions affecting the individual was not there. Nicole stated there were many emergency meetings that were discussed but were



followed based on the by-laws and were valid. Nicole stated that they did in the past have had serious conversations about an individual involved (ex. hiring, firing, discipline) and they were not in the room. She stated that discussions were made about her as well without her being in the room and that it wasn't unheard of and the right of the Board to have that discussion. If after the Board wants to bring in the individual and have a conversation, it's encouraged.

- 12.4** Director Zeina asked to make the ruling of the chair and end the discussion. Director Zeina then asked if motions were to be passed, should the individual not be there to pass those motions. Nicole Morrell stated it depends on what it is but encourages to have that individual in the room to clear any discrepancies. Another question was that an organization chart was passed in April and was approved. It was brought up at the last meeting and Board members brought up that the President and CEO of the company should have equal "power" as the General Manager but stated that she knows that the positions are different and have different job descriptions.. Nicole stated that the Board can set it up as they see fit. Nicole said from experience she feels the best action is that the General Manager work with the Executives and especially with the President as a partnership. In day-to-day operations she took direction from the President. At other times, she made decisions on her own that fit her portfolio but she states that she always knew that both of them reported to the Board. If the President and General Manager is not working as a team then it can cause issues. Each role has different expertise to a way where they balance each other.
- 12.5** Director Dastu asked if UWSA policy/by-laws contradicts the Canadian law then which is followed. She went on to ask for clarification about Board members not being in an in-camera session being privy to those minutes. Hildah explained. Director Dastu then asked if someone in the meeting could speak to her on something that happened if she wasn't there, Hildah replied with no.
- 12.6** Vice-President Finance and Operations Harrison wanted to give context. He stated some members of the Board reached out to him to contact legal because they were not sure of the validity of having a meeting happen. It was advised that the legal counsel spoke with him saying that he cannot advise on whether a meeting had been called appropriate to the by-laws and policies but provided his opinion and informed VPFO Harrison that if there is business to be discussed and resolved by the company (UWSA) it is the duty of the Board to address and resolve any issues as it best fits for the company as long as there is fault and VPFO Harrison said that's what he communicated back to the board.
- 12.7** Director Lena stated that she was wondering about something in the policies/by-laws. Someone stated that a motion cannot be passed in-camera but it states in the policy that discussions and voting can be passed. President Bowers explained the definitions of by-laws and policies and how they affect each other. It's always been precedent that any motion in-camera that is suggested in-camera be brought out to the public and voted on and passed in the public. Nicole Morrell stated something explaining how policies and by-laws are read and followed. The policy states that the matter must be confidential to make decisions and discussions in-camera and if they aren't then there is no reason to not make it public (ex. talking about policies and by-laws – which are public).



- 12.8** Director Dastu asked Nicole Morrell if people being discussed about in-camera don't necessarily have to be there what about disciplinary action without the individual being able to defend themselves. Nicole stated that it's the best thing to have a conversation with that individual but that discipline about an individual has happened without that individual being involved but she spoke to them after – as directed to, to allow them to explain their story before following through with the discipline. She's stating that if the Board chooses not to have that individual in the meeting, fine but not to be surprised if that individual comes back and fights that discipline to explain themselves.
- 12.9** Vice President Student Services Abdallah asked Facilitator Hildah for clarification about how the by-laws and the laws of Canada. Hildah then explained the hierarchy. VPSS Abdallah then asked if the by-law does contradict one of the upper laws, does the UWSA follow the by-laws that were approved by the membership or the upper laws. Facilitator Hildah stated it's better to change the by-laws to not contradict the laws since a decision that is made can go to court. VPSS Abdallah then asked for more clarification about policy procedure. If a policy by a previous board is approved and put in place then is the proper process (according to by-laws) to go back and amend that policy through the appropriate committee and brought back to board to approve the amendments. Facilitator Hildah stated yes.
- 12.10** President Bowers stated that every Board member has the right to look at in-camera minutes as stated in the by-laws even though Robert's Rules states otherwise, those rules are under the by-laws which must be followed first. All in-camera minutes are accessible by the Board and Board has the right to have access to the minutes as stated by the by-laws. Bowers recalled an instance last year was similar and that an emergency meeting was called but unanimous consent of the Board was not achieved so it was considered invalid. Jeremiah then stated that this was followed for the purpose of this meeting and the consent of everyone was asked or else the meeting wouldn't have occurred. Discussed that last year a decision to remove the past president was made in-camera and the same process was followed but the President at the time was also brought in to hear their side of the story as required by the by-laws and then the decision was made using the information from all sides.
- 12.11** Director Zeina reiterated that she did not give consent to let the emergency meeting happen and that she wanted to state that there was another situation that occurred where an email was sent with her name included on it but she did not give consent to that either. She asked for the ruling of the chair to clarify the "emergency meeting" as void since proper procedure for an "emergency meeting" was not followed. VPFO HARRISON then stated that he wants to clarify some things to the Board but it must go in-camera and that the Executives and the General Manager not be present for it. President Bowers recommended that legal send whatever they have to the Board Chair since it is a governance issue and that's how it's been done in the past. Facilitator Hildah explained policies cannot be taken in-camera and changed confidentially because they are public and Board cannot make any decisions to policies private since the policies are public and on the website. The proper procedure must be made and that the policies should be amended publicly by the proper committee as stated by the by-laws. It was suggested by Hildah that the Board go back and follow proper procedure Facilitator Hildah then stated that if any changes were made in that in-camera



meeting were in-valid if they were related to changes in the by-laws and the policies.

- 12.12** VPFO Harrison stated that the in-camera he was asking for was not regarding the policies but there was clarification that should be discussed to the Board. Facilitator Hildah suggested to move this to the next Board meeting since it's been 4 hours and quorum is soon to be lost. If it's sensitive material then it shouldn't be rushed.

13.0 Adjournment

BIRT the meeting be adjourned.

Moved: Serdar Ismail

(All in favour)

Seconded: Abraham Abdelmula

CARRIED

The meeting was adjourned at **8:00pm** by resolution of the committee.



1.0 Call to Order

2.0 Land Acknowledgment

We acknowledge that the land on which we gather is the unceded and traditional territory of the Three Fires Confederacy of First Nations, comprised of the Ojibway, the Potawatomie, and the Odawa. This territory is covered by the Upper Canada Treaties. Today, this meeting place is still the home to many Indigenous peoples from across Turtle Island and we are grateful to have the opportunity to work on this land.

2.0 Chair’s Business

3.0 Teleconference

1.0 Approval of the Agenda Approval

2.0 Approval of the Minutes Approval

3.0 Business Arising from the Minutes/Action Items
Information

4.0 Presentations to the Board
Information

5.0 Reports
Information

6.0 Proposals/Posted Motions
Approval

7.0 New Business Discussion

8.0 Question Period Information

9.0 Adjournment Approval

Please carefully review the ‘starred’ (*) consent agenda items. As per the April 5th, 2018 meeting, ‘starred’ items will not be discussed during a scheduled meeting unless a member specifically requests that a ‘starred’ agenda item be ‘unstarred’ and therefore open for discussion/debate. This can be done any time before (by forwarding the request to the minute-taker/chair) or during the meeting. By the end of the meeting, agenda items which remain ‘starred’ (*) will be deemed approved or received.

ACTION ITEMS:

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