



UWSA Board of Directors
Date: Thursday, May 10th, 2017
Time of Meeting: 5:30 p.m.
Location of Meeting: Council Chambers

AGENDA AS OCCURED

Directors/Senators: Amy Bui, Zeina Merheb, Yosra Elsayed, Abraham Abduelmula (20:01), Ahmed Khalifa, Jeremiah Bowers, Amanda Skocic, Dana Attalla, Liam Adams, Aine Donnelly, Aashir Mahmood, Hagar Elsayed, Jonabeth Martinez-Herrera, Sahibjot Grewal, Amber Shaheen, Kafilat Wole-Sowole

Executives: Sheldon Harrison, Larissa Howlett, Admira Konjic, Sarah Nouredine, Khushboo Ahuja,

Others present: Darren Varga

UWSA Legal: Elizabeth Traynor

Absent and/or sent regrets: Akshit Tripathi, Andres Curbelo-Novoa, Ahmed Abdallah, Dayana Hassoun

- 1.0 Call to Order – 5:40 PM**
 - 1.1 Appointment of Board Chair**
 - 1.1.1 BIRT ____ be appointed as UWSA Board Chair**
- 2.0 Chair's Business**
 - 2.1 Teleconference**
- 3.0 Approval of the Agenda**
- 4.0 Approval of the Minutes**
 - 4.1 Minutes of 16 March 2017**
 - 4.2 In-Camera Meeting Minutes of April 24th**
- 5.0 Presentations to the Board**
 - 5.1 Training**
 - 5.2 Committees**
 - 5.2.1 Bylaw Committees**
 - 5.2.2 Hiring Committee**
 - 5.3 General Manager**

6.0 Reports

6.1 Executive

6.2 Committees

6.3 Senate

7.0 Unfinished Business

8.0 Proposals/Posted Motions

8.1 Whereas the UWSA President, Larissa Howlett, terminated the General Manager, Nicole Morrell, on May 1st, 2017 on her first day in office;

Whereas the President's role and duties, as defined by their job description and Bylaw 70.03(c) are stipulated as leading the "day-to-day" tasks of the organization and such day-to-day tasks do not include the termination of staff members duly hired and appointed by the Board;

Whereas the Board of Directors was neither aware of the meeting taking place nor did it consent to Mr. Darren Varga acting as its legal counsel or as a representative of its interests;

Whereas Ms. Howlett made inaccurate claims that this decision was unanimous and represented the decision of all of the executives;

Whereas the UWSA Bylaws under 10.01(r) clearly define General Manager as "the employee hired by and reporting to the Board to manage the operations, office and staff members of the UWSA;"

Whereas the University of Windsor Students' Alliance ("UWSA") Human Resources Manual Section 4 clearly states and supplements the above statement, "An employee's immediate supervisor has the authority to impose discipline in all situations requiring such action" and that "discipline should be given on a progressive basis;"

Whereas the organizational governance structure of the organization places the President and General Manager on equal par to each other and therefor no authority over the other;

Whereas the UWSA Board of Directors, as is the same case with the President, is the body to which the UWSA General Manager reports;

Whereas the UWSA Bylaws should be read in a holistic and purposive manner to comply with all UWSA codes of conduct, procedures and in adherence to the roles and purpose of the organization;

Whereas the Human Resources Manual Section 4 also states, "Discharge should only be considered when all other disciplinary measures have

failed or are considered inadequate, based on the seriousness of the performance or behaviour under review;

Whereas no grounds were given for dismissal nor were any attempts made to mediate or rectify the issues prior to termination;

Whereas both the Board of Directors and Executives are to act in the best interests of the organization;”

Whereas the Board of Directors have received information in the form of reports by the Governance and Policy Committee, the response from the President and her legal counsel, Mr. Darren Varga, to such report, and in-person interviews with the Executives;

Whereas advice from the UWSA’s duly retained legal counsel was received;

Whereas, in the light of careful consideration of the information received at the special Board meeting of May 10th /11th 2017, the Board has determined the UWSA By-Laws and Policies were contravened in multiple instances;

Therefore, **BIRT** the UWSA President, Larissa Howlett, be removed from office, effective immediately, as of 12:30 AM on May 11th 2017.

BIFRT a public statement be issued regarding such decisions on behalf of the UWSA, to be prepared by the Board in consultation with legal counsel.
(PASSED)

8.2 BIRT _____ and ____ be appointed to the _____ committee.

8.3 BIRT _____ and ____ be appointed to the _____ committee.

8.4 BIRT _____ and ____ be appointed to the _____ committee.

8.5 BIRT _____ and ____ be appointed to the _____ committee.

8.6 BIRT _____ and ____ be appointed to the _____ committee.

9.0 New Business

9.1 Whereas on May 1st, 2017, the decision to terminate the employment of the General Manager, Nicole Morrell;

Whereas the University of Windsor Students’ Alliance (“UWSA”) Human Resources Manual Section 4 clearly states: “An employee’s immediate supervisor has the authority to impose discipline in all situations requiring such action” and that “discipline should be given on a progressive basis”;

Whereas the UWSA Board of Directors is the body to which the UWSA General Manager reports, per Bylaw 10.01(r);and thus it's 'immediate supervisor'

Whereas the Manual also states: "Discharge should only be considered when all other disciplinary measures have failed or are considered inadequate, based on the seriousness of the performance or behaviour under review; and

Whereas no formal review has taken place and the General Manager, Nicole Morrell, was terminated "without cause;"

Whereas Bylaw 50.01(b) states: "The Board of Directors is responsible for managing, supervising the activities and affairs of the UWSA" and is so reinforced by Bylaw 80.02(c) that states: "Final authority for supervising and managing the affairs of the UWSA shall rest with the Board;"

Therefore, **BIRT** the following motion be implemented:

The UWSA Board of Directors immediately retracts the invalid termination of the UWSA General Manager, Nicole Morrell, and thus instructs UWSA legal counsel to undertake discussion with Ms. Nicole Morrell with the goal of returning her to her position;

BIFRT a public statement be issued by the Board regarding such decision on behalf of the UWSA, to be prepared by the Board Chair in consultation with legal counsel.

BIFRT, as a result of emergency circumstances, the Board Chair is deemed to hold the signing authority on behalf of the organisation, as guided by the Board, until a permanent General Manager, in accordance with the due process, is hired.

BIFRT the Operations Committee, presently consisting solely of the Vice-Presidents, shall manage the day-to-day operations of the organisation, as directed by the Board, on a temporary basis until a permanent General Manager, in accordance with due process, has been appointed. **(PASSED)**

10.0 Question Period

11.0 Adjournment – 1.05 AM (11th May 2017)

MINUTES

1.0 Call to Order

The meeting was called to order at 5:40 PM.

1.1 Appointment of Board Chair

1.1.1 BIRT Amber Shaheen be appointed as UWSA Board Chair

Moved: Jeremiah
(All in favour)

Seconded: Liam
PASSED

Discussion:

Nominations were opened for Board Chair. Amber nominated herself for the position of Board Chair. There were no other nominations for such position. Amber gave a brief explanation of the roles and responsibilities of the Board Chair to the Board Members. Amber was appointed as UWSA Board Chair.

2.0 Chair's Business

2.1 Zeina Merhab, Aine Donnelly, Jonabeth Martinez-Herrera, Hagar Elsayed, Kafilat Wole-Sowole and Yosra Elsayed were taken on teleconference as approved by all Board Members.

3.0 Approval of Agenda

3.1 BIRT the agenda of today be approved as amended

Moved: Liam

Seconded: Ahmed K.

3.1.1. BIRT item 8.0 be moved before 5.0

(All in favour)

PASSED

4.0 Approval of the Minutes

4.1 BIRT the minutes of Thursday, March 16 2017 be tabled for the next meeting.

Moved: Jeremiah
(All in favour)

Seconded: Liam
PASSED

Discussion: Since the new Board was not sent the minutes of the meeting held on March 16, 2017, the same was tabled until next Board meeting. This will give Board time to go through the minutes before approving the same.

4.2 In-Camera Meeting Minutes of April 24th

4.3 BIRT the meeting to go into a ten-minute recess.

Moved: Ahmed
(All in favour)

Seconded: Liam
PASSED

Discussion:

The recess was taken so that the Chair can get printouts of the confidentiality agreement for the new Board to sign. This would make it obligatory for the members to adhere to the confidentiality clauses for all in-camera meetings. It was later decided, post-recess, that the Board members would not sign the agreements, as discussed with legal counsel, as they are obligated by the Bylaws to keep any matter discussed during in-camera meetings confidential.

4.4 BIRT the meeting move in-camera with Board members teleconferencing to approve in-camera minutes for the meeting held on Monday, April 24, 2017.

Moved: Amy
(All in favour)

Seconded: Jeremiah
PASSED

4.5 BIRT the meeting move out of in-camera.

Moved: Amy
(All in favour)

Seconded: Liam
PASSED

8.0 Proposals/Posted Motions

8.1 Whereas the UWSA President, Larissa Howlett, terminated the General Manager, Nicole Morrell, on May 1st, 2017 on her first day in office;

Whereas the President's role and duties, as defined by their job description and Bylaw 70.03(c) are stipulated as leading the "day-to-day" tasks of the organization and such day-to-day tasks do not include the termination of staff members duly hired and appointed by the Board;

Whereas the Board of Directors was neither aware of the meeting taking place nor did it consent to Mr. Darren Varga acting as its legal counsel or as a representative of its interests;

Whereas Ms. Howlett made inaccurate claims that this decision was unanimous and represented the decision of all of the executives;

Whereas the UWSA Bylaws under 10.01(r) clearly define General Manager as "the employee hired by and reporting to the Board to manage the operations, office and staff members of the UWSA;"

Whereas the University of Windsor Students' Alliance ("UWSA") Human Resources Manual Section 4 clearly states and supplements the above statement, "An employee's immediate supervisor has the authority to impose discipline in all situations requiring such action" and that "discipline should be given on a progressive basis;"

Whereas the organizational governance structure of the organization places the President and General Manager on equal par to each other and therefor no authority over the other;

Whereas the UWSA Board of Directors, as is the same case with the President, is the body to which the UWSA General Manager reports;

Whereas the UWSA Bylaws should be read in a holistic and purposive manner to comply with all UWSA codes of conduct, procedures and in adherence to the roles and purpose of the organization;

Whereas the Human Resources Manual Section 4 also states, “Discharge should only be considered when all other disciplinary measures have failed or are considered inadequate, based on the seriousness of the performance or behaviour under review;

Whereas no grounds were given for dismissal nor were any attempts made to mediate or rectify the issues prior to termination;

Whereas both the Board of Directors and Executives are to act in the best interests of the organization;”

Whereas the Board of Directors have received information in the form of reports by the Governance and Policy Committee, the response from the President and her legal counsel, Mr. Darren Varga, to such report, and in-person interviews with the Executives;

Whereas advice from the UWSA’s duly retained legal counsel was received;

Whereas, in the light of careful consideration of the information received at the special Board meeting of May 10th /11th 2017, the Board has determined the UWSA By-Laws and Policies were contravened in multiple instances;

Therefore, **BIRT** the UWSA President, Larissa Howlett, be removed from office, effective immediately, as of 12:30 AM on May 11th 2017.

BIFRT a public statement be issued regarding such decisions on behalf of the UWSA, to be prepared by the Board in consultation with legal counsel.

(All in favour)

PASSED

Discussion:

BIRT the meeting move in-camera with UWSA legal counsel, Ms. Elizabeth Traynor of Siskinds LLP, and Board members teleconferencing to discuss the proposed motion 8.1.

Moved: Amy
(All in favour)

Seconded: Jeremiah
PASSED

BIRT the meeting move out of in-camera.

Moved: Liam
(All in favour)

Seconded: Aashir
PASSED

Ms. Larissa Howlett, along with her legal representative Mr. Darren Varga, and the Vice Presidents were asked to join the Board meeting. Ms. Howlett was given the option of moving in-camera to discuss her response (including her emailed response) to the Disciplinary Report. Ms. Howlett denied the offer to move in-camera and gave her consent to discuss her email in the public meeting.

Ms. Howlett was asked if Mr. Darren Varga was her legal counsel or was present on behalf of the UWSA. Ms. Howlett and Mr. Varga both confirmed that Mr. Varga was Ms. Howlett's personal legal counsel. Ms. Howlett further confirmed that no new General Manager had been hired for the interim. She stated that the recommendation for the new General Manager was to be presented in the Board meeting. Regarding her email which stated that illegal background checks were performed by the General Manager, Ms. Howlett confirmed that the background check was not academic. This was about the query raised that the General Manager is allowed and expected to do academic background checks for UWSA executives and Board members. Ms. Howlett refused to divulge the details of the background check. She also stated that the General Manager's employment contract stated that the General Manager reports to the President and not to the Board. The employment contract was not available for the Board or the UWSA Legal Counsel to refer to and confirm the claims made by Ms. Howlett and her legal counsel Mr. Varga. Questions were raised about why Mr. Varga presented the termination letter to the General Manager as he did not represent the UWSA. Board members pointed out that if Mr. Varga represented Ms. Howlett personally, it was not in his prerogative to present the General Manager with a termination letter. To this, Mr. Varga responded that all four of the executives in the meeting room asked him to do so and that it was not Ms. Howlett's decision alone. Ms. Howlett further clarified that it was under her prerogative to evaluate the General Manager's performance, citing that the By-Laws stated that the performance of the General Manager is evaluated by the President in the month of April. To this, Board members responded that the evaluation is to be done by the outgoing President as he/she will be in a better position to evaluate the performance of the General Manager. A Board member stated, "It is not possible for the incoming President to evaluate the performance of the General Manager on day one." The Board asked if the letter sent prior to the Board meeting was relevant to the termination. Ms. Howlett responded that it was not relevant. When asked why she sent the letter, she responded that it was due to a feeling of being "re-victimized". The Board further inquired as to

the reason why the General Manager was terminated and to this Ms. Howlett's stance was that she did not need a reason. Ms. Howlett elaborated that the termination was done without cause and the General Manager, Ms. Nicole Morrell, received all the benefits as per her employment contract. The UWSA's legal counsel advised that even termination without cause requires a reason. Ms. Howlett stated that the termination was done without cause as she saw the organisation (i.e. UWSA) move in a new direction in which Ms. Morrell did not fit well. The Board inquired as to how she was able to make such a drastic decision on the first day. There were no further questions asked by the Board. The Board decided to move in-camera for further discussions with the Vice-Presidents.

BIRT the meeting move in-camera with the Vice-Presidents and UWSA legal counsel, Ms. Elizabeth Traynor of Siskinds LLP, and Board members teleconferencing.

Moved: Jeremiah
(All in favour)

Seconded: Amy
PASSED

BIRT the meeting move out of in-camera.

Moved: Liam
(All in favour)

Seconded: Aashir
PASSED

BIRT that items 5.0, 6.0, 7.0, 8.2, 8.3, 8.4, 8.5, 8.6 from the Agenda be tabled for the next Board meeting.

Moved: Aashir
(All in favour)

Seconded: Dana
PASSED

9.0 New Business

9.1 Whereas on May 1st, 2017, the decision to terminate the employment of the General Manager, Nicole Morrell;

Whereas the University of Windsor Students' Alliance ("UWSA") Human Resources Manual Section 4 clearly states: "An employee's immediate supervisor has the authority to impose discipline in all situations requiring such action" and that "discipline should be given on a progressive basis";

Whereas the UWSA Board of Directors is the body to which the UWSA General Manager reports, per Bylaw 10.01(r); and thus it's 'immediate supervisor'

Whereas the Manual also states: "Discharge should only be considered when all other disciplinary measures have failed or are considered inadequate, based on the seriousness of the performance or behaviour under review; and

Whereas no formal review has taken place and the General Manager, Nicole Morrell, was terminated “without cause;”

Whereas Bylaw 50.01(b) states: “The Board of Directors is responsible for managing, supervising the activities and affairs of the UWSA” and is so reinforced by Bylaw 80.02(c) that states: “Final authority for supervising and managing the affairs of the UWSA shall rest with the Board;”

Therefore, **BIRT** the following motion be implemented:

The UWSA Board of Directors immediately retracts the invalid termination of the UWSA General Manager, Nicole Morrell, and thus instructs UWSA legal counsel to undertake discussion with Ms. Nicole Morrell with the goal of returning her to her position;

BIFRT a public statement be issued by the Board regarding such decision on behalf of the UWSA, to be prepared by the Board Chair in consultation with legal counsel.

BIFRT, as a result of emergency circumstances, the Board Chair is deemed to hold the signing authority on behalf of the organisation, as guided by the Board, until a permanent General Manager, in accordance with the due process, is hired.

BIFRT the Operations Committee, presently consisting solely of the Vice-Presidents, shall manage the day-to-day operations of the organisation, as directed by the Board, on a temporary basis until a permanent General Manager, in accordance with due process, has been appointed.

(All in favour)

PASSED

Discussion:

BIRT the meeting move in-camera with UWSA legal counsel, Ms. Elizabeth Traynor of Siskinds LLP, and Board members teleconferencing to discuss the proposed motion under new business.

Moved: Jeremiah

Seconded: Liam

(All in favour)

PASSED

BIRT the meeting move out of in-camera.

Moved: Amy

Seconded: Liam

All in favour)

PASSED

10.0 Question Period

5.0 Adjournment

5.1 **BIRT** the meeting be adjourned.

Moved: Liam
(All in favour)

Seconded:
PASSED

The meeting was adjourned at 01:05 A.M. (11th May 2017)

Received on Monday, May 8, 2017 at 3:47 PM

To The UWSA Board of Directors:

As the Vice Presidents of the UWSA Executive Board, we are writing to inform the Board of Directors of our dissatisfaction of the actions and inactions taken by the UWSA President, Larissa Howlett, regarding the termination of Nicole Morrell on May 1st, 2017.

As the Vice Presidents, we were unaware of the meeting taking place until we walked into Ms. Howlett's office and were met with Darren Varga, who had assumed the role of our legal counsel. However, Mr. Varga was not appointed by Board nor did we consent for him to be our legal counsel and therefore he is not the UWSA's legal representative, or ours, in any capacity. As far as we are aware, the UWSA lawyer's appointed by Board were not contacted at any point.

The termination of the General Manager was a calculated move made by the President hours after taking office. In addition to this, the Vice Presidents were not given grounds for dismissal nor were any attempts made to mediate or rectify the issues prior to termination. Despite Ms. Howlett's claims to the contrary it is in no way unanimous and violates UWSA Bylaws. Therefore, the Vice Presidents are in consensus that this was an act of bad faith made by the President who was aware that the Executive board was not yet trained and in no position to make a decision this large or oppose it.

For these reasons and because the Vice Presidents believe that a trained Executive and Board of Directors as a unit can be highly effective during their term if they are all committed to transparency and accountability, we are asking that the President be reprimanded.

In addition to this, we request that Darren Varga receive a cease and desist from the appointed UWSA lawyers and Ms. Howlett be instructed to no longer seek his legal counsel for anything pertaining to the UWSA or have him present any UWSA or affiliated offices.

In Solidarity,

Sarah Nouredine, Vice President Student Services
Sheldon Harrison, Vice President Finance and Operations
Admira Konjic, Vice President Student Advocacy

Received on Wednesday, May 10, 2017 at 11:37 AM

**To the Elected Chair of the UWSA Board of Directors
To, in the interests of transparency, the UWSA Board of Directors
To Ms. Larissa Howlett, President of the University of Windsor Students'
Alliance ("UWSA")**

Re: Larissa Howlett

As per Bylaw 50.01, the Board of Directors ("the Board") is responsible for "b) managing [and] supervising the activities and affairs of the UWSA" and has a duty to "c) manage the UWSA honestly, in good faith, and in the best interest of the UWSA while using care and diligence". Further, per Bylaw 105, the Board may issue a "suspension from office for a disciplinary issue where a written warning does not suffice" (105.01[c]) and "in a meeting of the Board, an Executive may be removed before the expiration of their term of office for violating the By-laws of the UWSA, on a two-thirds ($\frac{2}{3}$) vote of Directors present" (105.05[a]). Therefore, upon discovery of alleged poor performance and conduct, as well as alleged violation of UWSA Bylaws and Policies, this report is issued to give notice of and information on a motion to suspend and/or remove Ms. Howlett from the office of President.

In accordance with Bylaw 105.02 Disciplinary Process, this report is being provided to the President, as well as the Board, and a copy shall be provided to the Board Chair once elected. It identifies the following allegations pertaining to the President's poor performance, conduct, and violation of Bylaws and Policies:

1. **Acting Without Direction, Discussion or Approval from the Board**
 - (a) On May 1st, 2017, her first day in office, the President, without direction, discussion or approval from the Board, unilaterally and without notice terminated the employment of the General Manager, Nicole Morrell.
 - (b) Bylaw 10.01(r) clearly defines "General Manager" as "the employee hired by and reporting to the Board to manage the operations, office and staff members of the UWSA". Given the reporting relationship and the fact that hiring is specifically the responsibility of the Board, a rational and reasonable interpretation of this provision includes termination as also being in the sole purview of the Board.
 - (c) The General Manager, as well as the President, reports directly to the Board. Neither reports to the other; rather, they are expected to act cooperatively. They are both equally accountable to the Board and both are expected to take direction from the Board.
 - (d) The job description of the President, as provided [here](#), states that the President must take direction from the Board on all issues of their

portfolio that are of *“a primarily financial or corporate nature, unless specifically tasked otherwise”* and that are of a *“primarily representative or political nature, unless specifically tasked otherwise”*. Further, Bylaw 70.03(c) states that the President shall *“serve as the Chief Executive Officer and lead the Executives in the day-to-day tasks of student representation, advocacy and service”*.

- (e) The termination of the General Manager’s employment has a significant financial impact on the UWSA, given her contractual entitlement to a severance package and the possibility of legal action by her for additional damages. The President does not have the authority to unilaterally incur this financial burden.
- (f) The termination of the General Manager’s employment is beyond the jurisdiction of the President, as her role is specifically described in both the Bylaws and her job description as student representation, advocacy and service. The termination of the General Manager’s employment is not the President’s responsibility; staff operations are specifically delegated to the General Manager as per Bylaw 10.01(r) and the hiring and termination of the General Manager rests with the Board alone.
- (g) Section 4 of the Human Resources Policy Manual, states: (1) “An employee’s immediate supervisor has the authority to impose discipline in all situations requiring such action”, (2) “discipline should be given on a progressive basis”, and (3) “discharge should only be considered when all other disciplinary measures have failed or are considered inadequate, based on the seriousness of the performance or behaviour under review”. As the Bylaws clearly state, the General Manager’s “immediate supervisor” is the Board. Therefore, the Board is the only body with the authority to impose discipline. Furthermore, the policy places emphasis on progressive discipline, rather than rash action via discharge. Additionally, such ends should only be considered after a review of the employee’s performance or behaviour, neither of which could have formally or justly occurred within hours of taking office. Finally, there were no grounds given for dismissal, as the termination was issued “without cause,” and no attempts were made to mediate or rectify the issues prior to termination.
- (h) The Board is aware of no issues which have arisen with respect to the General Manager’s performance or conduct. In fact, the recent

investigation into issues arising from the 2017 General Election found no wrongdoing whatsoever on the part of the General Manager.

2. **Improperly Appointing an Interim General Manager**

- (a) On or around May 8th, 2017, the President, per her communique to the Executives and UWSA Staff, presumed to improperly appoint and announce to the Executive an interim General Manager of the UWSA.
- (b) Per Bylaw 10.01(r), the authority to hire and appoint the General Manager, whether on an interim or permanent basis, rests specifically and clearly with the Board. The President has no authority to do so, and her presumption of authority directly violates Bylaws and the role with which she is trusted. This is the sixth violation of UWSA Bylaws and Policies.

3. **Acting on the Advice of a Personal Legal Representative**

- (a) While Ms. Howlett is entitled to retain personal legal representation, it appears that paralegal Darren Varga has advised her on matters pertaining to her role and duties, including the termination of the General Manager's employment.
- (b) The President does not have the authority to unilaterally retain legal representation to provide advice with respect to UWSA matters.
- (c) Mr. Varga, as counsel for the President personally, cannot give advice to the UWSA where such advice may result in a conflict of interest, such as when the President's personal interests conflict with the interests of the UWSA. For example, the unilateral decision to terminate the General Manager's employment appears to have been made by the President for personal reasons, and was not in the best interests of the UWSA.
- (d) Furthermore, retaining and bringing personal legal counsel on the first day of assuming office appears to be an attempt to justify actions taken without consultation of the Board or UWSA legal counsel. It is a failure to act "honestly and in good faith with a view to the best interests of the UWSA" (Bylaw 120.01[a]) and as a "reasonably prudent person" would (Bylaw 120.01[b]). It has created a litigious and hostile environment, and it raises questions about the President's motivation behind these actions.

In summary, Ms. Howlett, in her capacity as President of the UWSA, has committed multiple violations of both Bylaws and Policies. The President does not have the authority to unilaterally make the aforementioned decisions, as such power, confirmed by the Bylaws, Policies and Resolutions of the UWSA, rests solely with the Board of Directors.

Therefore, in accordance with Bylaw 105, we regrettably call for the immediate resignation, suspension or removal of Ms. Howlett, as determined by the Board.

Yours very truly,

Hagar Elsayed

UWSA Board of Directors, *Law Representative*

On behalf of the Governance and Policy Committee

Response to Disciplinary Report by Ms. Larissa Howlett
Received on Wednesday, May 10, 2017 at 5:26 PM

- “[...1. Acting without Direction, Discussion or Approval from the Board.
- a. I did not act unilaterally, as I involved all of the Executive Committee, and I sought legal counsel. This action was fully agreed to by all members of the Executive Committee with Darren Varga as legal witness. Darren Varga is a sworn legal professional with over 20 years of experience in labour and employment law.
 - b. While Bylaw 10.01(r) does identify that they Board hires the General Manager, it is silent on the termination of the employee. While the reporting relationship is spelled out loosely in the Bylaws, it is much clearer in Nicole Morrell’s employment contract.
 - c. While she reports to the Board, the obligation of managing Nicole fell on me, the President. Under section 4 of her contract she had to get her vacation approved by me, along with her overtime hours, and in section 5, Nicole’s raise was based on my employee evaluation every April. Under these sections, it doesn’t seem like she reported to the Board. Secondly to this, at the time of the termination of Nicole, there was no sworn in or proper Board to even go to for direction. The Board to date does not even have a chair and has not signed any confidentiality agreements, so they are not in a position to even complete this task. Secondly, when the emergency Board meeting was requested by me, not one Board Member agreed to come. Imagine the CEO of any company requesting an emergency meeting and people not show up. An attempt to reach out and talk to each of you and explain all of this was done, but all of you did not want to be involved.
 - d. I had to assume all the day-to-day operational work, because Nicole Morrell did not do her job properly. Nicole did not ensure that Sheldon had signing authority by May 1, 2017 as required by her job. Instead she was busy negotiating in “bad faith” employment contracts for 2 other employees, and conducting **illegal** background searches on Board members and Executives. Not only did I have to worry about the day-to-day operations without a functioning Board of Directors, but I had a previous group of Executives who did not do their job requirements by preparing a transition binder and training the new Executives in their roles. This is also a function of Nicole as General Manager to make sure that this is completed.
 - e. The President didn’t incur this financial burden unilaterally, as all 4 members of the Executive were in agreement at the time, and in the presence of a sworn legal professional they all were present for the termination of the general manager. Imagine the financial burden that she would have been on the organization the further down the road this was going to be.
 - f. Actually in almost every corporate setting, the CEO and President have the ability to fire an employee.

- g. Discipline for not doing her job was not going to leave a healthy work environment for the office and would only hinder moving forward as an organization already mired in controversy. As it was, the Election investigation approved by Nicole cost the over \$28,000 to the Board. Were you given that before it was approved. You want to talk about financial burden and not being informed. Were you aware that Nicole spent at least \$5000 per year on Human Resources consulting that she signed off on. I thought that we paid for her to get her HR certificate, why does she need that consulting on top of legal fees.
 - h. See above for her poor performance issues.
 - 2. Appointing Interim GM
 - a. The emergency meeting called that the Board refused to attend was to seek approval for the Interim GM. Your failure to fulfill your fiduciary duty to the organization left me no choice but to act in the best interest of the organization.
 - b. The entire Executive Committee unanimously came to terms with moving forward in asking Sandra to fill the role, in order to manage the day to day operation...]"