



Proposed  
Agenda

UWSA Board of Directors  
Thursday March 15<sup>th</sup>, 2018  
6:00 PM  
CAW Board Chambers

**Directors/Senators Present:** Ahmed Abdallah, Ahmed Khalifa, Amanda Skocic, Andres Curbelo-Novoa, Dastu Ibrahim, Hagar Elsayed, Jonabeth Martinez-Herrera, Kafilat Wole-Sowole, Liam Adams (Chair), Navjot Deo, Rana Habib, Sahibjot Grewal, Serdar Ismail, Yosra Elsayed Elsayed, Zeina Merheb

**Board Observers Present:** Admira Konjic (Executive), Jeremiah Bowers (President), Sarah Nouredine (Executive), Khushboo Ahuja (Board Secretary), Maria Hamilton (General Manager)

**Term Excusals:** Aine Donnelly

**Absent/Sent Regrets:** Abraham Abduelmula, Sheldon Harrison

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| <b>1.0</b> | <b>Call to Order</b>   |                    |
| <b>2.0</b> | <b>Chair's Business</b>  |                    |
| <b>2.1</b> | <b>Teleconference</b>  |                    |
| <b>3.0</b> | <b>Approval of the Agenda</b>  | <b>Approval</b>    |
| <b>3.1</b> | <b>BIRT the proposed agenda be adopted.</b>                                  |                    |
| <b>4.0</b> | <b>Approval of the Minutes</b>   | <b>Approval</b>    |
| <b>4.1</b> | <b>Minutes of March 4, 2018</b>  |                    |
| <b>5.0</b> | <b>Presentations to the Board</b>  | <b>Discussion</b>  |
| <b>5.1</b> | <b>Divestment and Ethical Investment Policy</b>                              |                    |
| <b>6.0</b> | <b>Reports</b>   | <b>Information</b> |
| <b>6.1</b> | <b>Executive</b>   |                    |
| <b>6.2</b> | <b>Committees</b>  |                    |
| <b>6.3</b> | <b>Senate</b>  |                    |
| <b>7.0</b> | <b>Unfinished Business</b>   |                    |
| <b>8.0</b> | <b>Proposals/Posted Motions</b>  | <b>Approval</b>    |
| <b>8.1</b> | <b>Divestment from Weapons Manufacturers, Fossil Fuels, &amp; War Crimes</b> |                    |

**Whereas** the University of Windsor's mission is stated as: "Enabling people to make a better world through education, scholarship, and research,"<sup>iii</sup> and,

**Whereas** the President's Welcome message states that the University of Windsor has "a commitment to build stronger communities, to treat all people with respect and dignity, and to address society's pressing needs,"<sup>iii</sup> and,

**Whereas** the Student Code of Conduct states that the University of Windsor "is a place where all people are treated fairly without concern to religion, race, colour, national origin, sex, sexual orientation, disability or age,"<sup>iii</sup> and,

**Whereas** the University of Windsor Students' Alliance is the full-time undergraduate student union at the University of Windsor, and

**Whereas** the UWSA mission statement states "we will strive relentlessly to enhance student life through advocacy, representation, and service," and

**Whereas** the UWSA collects \$78.25 of ancillary fees from each student member per semester, and

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**Whereas** in 2016, the government of Canada approved a \$15-billion deal to sell military vehicles made in London's General Dynamics plant to Saudi Arabia, a country widely known for its human rights violations, particularly against women, migrant workers, and religious minorities, and

**Whereas** Textron Inc manufactures the CBU-105 Sensor Fuzed weapon, which is used by Saudi Arabia in its air campaign in Yemen<sup>iv</sup>, and

**Whereas** Lockheed Martin, the largest arms company in the world as well as the most lucrative in terms of investment<sup>v</sup>, supplies F16 fighter jets and Hellfire missiles which are currently being used in assaults on Iraq and Syria<sup>vi</sup>, and

**Whereas** Northrop Grumman manufactures the Longbow Hellfire 2 missile, the Apache AH64D Longbow helicopter, and the F-16 fighter jet, which have been used in Israel's multiple air assaults on Gaza in recent years<sup>vii</sup>, and

**Whereas** BAE Systems, another extremely lucrative investment, supplies military vehicles to Turkey that are used in assaults on Kurdish civilians<sup>viii</sup>, and

**Whereas** in 2016, French cement manufacturer Lafarge was sued for entering "into arrangements with ISIS in order to maintain production" at its subsidiary company, Lafarge Cement Syria<sup>ix</sup>, and

**Whereas** the Interfaith Peace Initiative for Peace and Human Rights in Israel-Palestine lists 60 companies which, as of 2009, were profiting from business in the Israeli-occupied West Bank and East Jerusalem and which are complicit in the manufacturing of weapons that are used against Palestinian civilians<sup>x</sup>, and

**Whereas** in 2010, the European Coalition on Oil in Sudan accused Swedish company Lundin Petroleum of complicity in war crimes in the Sudanese civil war<sup>xi</sup> and in November 2017, Lundin Petroleum's CEO Alex Schneider and Chair Ian Lundin were identified as suspects of aiding and abetting war crimes in Sudan<sup>xii</sup>, and

**Whereas** these select examples are far from an exhaustive list of the complicity of weapons manufacturers and other companies in war crimes globally, and

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**Whereas** extracting and burning 80% of the carbon assets of the largest 200 fossil fuel companies in the world would raise the earth's temperature by more than two degrees Celsius, the threshold after which climate change will be considered irreversible and destruction of the global environment inevitable<sup>xiii</sup> and

**Whereas** the fossil fuel lobby exerts powerful influence over governments worldwide, including blocking clean energy solutions and funding think tanks which perpetuate climate change denial<sup>xiv</sup>, and

**Whereas** no major oil company is investing a significant part of its profits into renewable energy research<sup>xv</sup>, and

**Whereas** the Union of Concerned Scientists USA states that the primary cause of climate change is the burning of fossil fuels<sup>xvi</sup>

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**Whereas** women and racialized individuals are the primary victims of the military industrial complex and climate change, and

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**Whereas** the largest portion of the university's revenue is derived from student fees, and

**Whereas** that aforementioned portion of the university's revenue derived from student fees was \$165,548,000 of \$354,372,000 for the 2016-2017 fiscal year, and

**Whereas** that aforementioned portion of the university's revenue derived from student fees accounted for 46.7% of the university's revenue for the 2016-2017 fiscal year,<sup>xvii</sup> and,

**Whereas** this revenue from student fees is placed in investment holdings which both the university's endowment fund are tied to, and

**Whereas** the Board of Governors does not currently publish its investment holdings, and

**Whereas** Senate Bylaw 33 – Student Rights and Freedoms states: "The University reaffirms that students shall continue to participate in the formulation and application of institutional policy affecting academic and student affairs,"<sup>xviii</sup> and

**Whereas** the university's endowment holdings fund campus operations as well as scholarships, which play a role in students' academic affairs and day-to-day experience, and

**Whereas** the inability of students to access information about the university's investment holdings prohibits the full exercise of students' aforementioned right to participate in the formulation and application of institutional policy, and

**BIRT** the University of Windsor Students' Alliance shall forgo any future endowment fund investments in weapons manufacturers, fossil fuel companies, and companies complicit in war crimes starting in the 2018-2019 fiscal year, and

**BIFRT** the UWSA shall divest all endowment fund holdings from weapons manufacturers, fossil fuel companies, and companies complicit in war crimes by the end of the 2022-2023\* fiscal year, and

**BIFRT** the definition of war crimes as given by the United Nations in Article 8 of the Rome Statute of the International Criminal Court shall be the definition by which the UWSA will determine which companies it will be divesting from for that purpose, and

**BIFRT** this aforementioned definition of war crimes shall be applied in a neutral and unbiased manner, and

**BIFRT** the funds divested from these aforementioned companies will be reinvested in an ethical manner, and

**BIFRT** the UWSA shall draft and pass an ethical investment policy by the end of the 2018-2019 fiscal year and,

**BIFRT** the UWSA urges the Board of Governors of the University of Windsor to take similar action, and

**BIFRT** the UWSA endorses a motion by the UWindsor Divest Coalition calling on the Board of Governors to make public its investment holdings beginning in the 2018/2019 fiscal year, and

**BIFRT** that the UWSA become part of the UWindsor Divest Coalition in the 2018-2019 school year with the goal of lobbying the Board of Governors to forego any future investments in all such aforementioned companies and adopt an ethical investment policy by the start of the 2019-2020 fiscal year and to divest from all such aforementioned companies by the end of the 2022-2023 fiscal year.

**9.0 New Business**

**Discussion**

**10.0 In-Camera**

**Discussion**

**10.1 In-Camera Meeting Minutes of March 4, 2018**

**10.2 Fiduciary Duty**

**11.0 Question Period**

**12.0 Adjournment**



## MINUTES of the Meeting as Occurred

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ITEM	DISCUSSION	ACTION
1.0	<b>Call to Order</b>  The meeting was called to order at 6:09 PM.	
2.0	<b>Chair's Business</b>	
2.1	<b>Teleconference:</b>  Vice President Admira Konjic was taken into teleconference as requested.	
3.0	<b>Approval of Agenda</b>	All - Approved
3.1	<b>BIRT</b> that the agenda be approved as proposed.  <b>Moved: Serdar</b> <b>Seconded: Liam</b> <i>(All in favour)</i> <b><u>CARRIED</u></b>	
	<b><u>Discussion:</u></b> The General Manager wanted to discuss the Election Committee nomination under new business. Also, Director Ahmed K requested that item 8.1 be tabled for the next meeting as there was not enough time to discuss the same.	
4.0	<b>Approval of Minutes</b>	All – Approved
4.1	<b>Public Minutes of March 04, 2018</b>  <b>BIRT</b> that public minutes for the Board meeting held on March 04, 2018, be approved.  <b>Moved: Zeina</b> <b>Seconded: Liam</b> <i>(All in favour)</i> <b><u>CARRIED</u></b>	
	<b><u>Discussion:</u></b> Director Navjot asked the minute taker to note his opposition for the Item 9.3 as the same was missed. Item 9.3 refers to the CJAM Referendum.	

- 5.0 Presentations to the Board** Discussions
- 5.1 Divestment and Ethical Investment Policy**
- Director Ahmed K requested that the discussion and the motion following this (Item 8.1) be tabled for the next meeting. The same was requested as there were few more important topics which came up last minute. Also, with the election results being declared tonight there will not be enough time to fairly discuss the policy.
- 6.0 Reports** Information
- 6.1 Executives**
- None of the executives provided any report
- 6.2 Committees**
- None of the committees provided any report
- 6.3 Senate**
- No report was presented by the Senate
- 7.0 Unfinished Business** All-Approved
- There was no unfinished business.
- 8.0 Proposals/Posted Motions** Approval
- The only item under Item 8.0 was requested to be tabled hence no discussions/approvals were discussed or carried under Item 8.0
- 9.0 New Business** Discussions
- 9.1 Eligibility of 2018 UWSA Presidential candidate – Mr. Anthony Dalla Bona**
- There was a public statement issued informing the UWSA Membership about the ineligibility of 2018 UWSA Presidential Candidate, Mr. Anthony Dalla Bona. The statement was issued in the evening of March 15, 2018. The timing of the issuance of statement was kept such that voting process continues in a normal fashion. This was done keeping in mind that the statement does not misrepresent the membership's preference of their Presidential candidate. The statement issued is attached in the Appendix for reference. The

statement has detailed information stating the reasons for the Mr. Dalla Bona's ineligibility for the candidacy.

The General Manager had apprised only the Board Members who were not running for the 2018-19 elections about the situation at hand and the investigation regarding Mr. Dalla Bona's candidacy. It was brought to the notice of the General Manager that Mr. Bona was ineligible to run for the 2018-19 UWSA Elections in the late afternoon of March 14, 2018. There was no formal complaint filed regarding the same and this was highlighted during a casual conversation. Since it was the General Manager's fiduciary duty to investigate the truthfulness of the comment made, regarding Mr. Bona's eligibility, she started the investigation in the matter. The GM investigated the same before reporting it to the CRO because she cannot report to CRO on hearsay basis.

During her investigation it was found that Mr. Bona did not disclose all the required information and hence was found to be ineligible. The same was brought to the notice of the CRO. The matter was also discussed with the lawyers of UWSA. Mr. Bona was called in for a meeting to discuss the issue at hand. He disputed the information provided to him and in-turn provided evidences which prove him to be innocent. Those evidences (in this case a resignation letter) was tested and re-checked to confirm its originality and truthfulness but no such letter was found in the records of the UWSA emails.

After the detailed investigation and discussion with Mr. Bona, the CRO and the legal team, Mr. Bona was given an option to withdraw from the elections and if not CRO would have to declare him ineligible. If Mr. Bona withdraws from the election, he would have been eligible to run for the elections in future whereas the action for CRO prohibits him from running for the election anytime in future. Mr. Bona refused to withdraw from the elections and hence a public statement was issued stating his eligibility as the Presidential candidate. The public statement was first sent to the legal team and once they cleared the statement it was issued to the membership.

There was a discussion whether the board should move in-camera to discuss this, but majority felt that the membership will question and want to know about the reason for ineligibility and hence in-camera meeting is not required if facts are being stated. One of the director asked on how did the CRO missed the information during the nomination process about Mr. Bona being ineligible and does this open UWSA to a lawsuit as Mr. Bona might have received an email stating he is eligible to run for the said elections after the nomination period was over. The GM replied stating that it was Mr. Bona's

responsibility to disclose information. Eligibility by the CRO is decided based on the details submitted by the candidates and hence it was not possible for the CRO to know about this until the information was disclosed by the candidate or if the same was highlighted by someone else by filing a formal complaint. Since Mr. Bona hid facts during the nomination process, hence UWSA has a convincing case in case legal actions are taken.

The board asked the General Manager about the consequences this would have over the election if the other candidate running for the presidency does not get a majority. She said that the other candidate needs to get at least 60% of the votes that Mr. Bona received to take the position otherwise the position remains vacant till the by-elections. If other candidate wins by a majority then there would not be any issues. Though she said that Mr. Bona might appeal regarding the decision taken. Board members were worried if they were open to a legal action by Mr. Bona. The General Manager said that Mr. Bona can go legal, but she has taken all necessary precautions to make sure that the decision has been taken after following every process and is legally correct. As per the documents signed by Mr. Bona while filing for nominations makes him legally bound to declare all details and if he fails to do so (as in this case he did) makes him ineligible for the candidacy.

One of the board member asked since there was no formal complaint filed regarding Mr. Bona's eligibility does this open a loop hole regarding how UWSA received the information. The GM confirmed that the lawyers have assured that the source of information will not be an issue in this case as Mr. Bona had the onus to declare all information truthfully during the nomination process. He also said that a robust process be put in to place which avoids such issues in future.

## **9.2 Election Committee (EC)**

The General Manager informed that there were two resignations in the EC and thus EC currently consists of only one member. They have received two applications for the EC. As per the process, the same has been brought to the Board. The Board can go through the applications and decide to appoint either one of them, both or none of them to the EC. The board went through the applications and decided to appoint both of them to the board.



**BIRT** that the both applications, presented to the board, be appointed to the Election Committee

**Moved: Zeina**  
**(All in favour)**

**Seconded: Yosra**  
**CARRIED**

#### **10.00 In-Camera Sessions**

**BIRT** that the Board moves In-Camera with the executives and the Board Facilitator but without the General Manager.

**Moved: Zeina**  
**(All in favour)**

**Seconded: Ahmed K**  
**CARRIED**

**BIRT** that the Board moves out of Camera

**Moved: Ahmed A**  
**(All in favour)**

**Seconded: Liam**  
**CARRIED**

**BIRT** that the meeting be adjourned

**Moved: Zeina**  
**(All in favour)**

**Seconded: Dastu**  
**CARRIED**

The meeting was adjourned at 6.55 PM.

## Appendix

### Public Statement

**THURSDAY, MARCH 15, 2018**

As of late Wednesday March 14, 2018, the Chief Returning Officer became aware that the Presidential Candidate Anthony Dalla Bona may not have met the eligibility requirements to stand as a candidate for President pursuant to the UWSA's Elections By-Law.

After an investigation by the CRO, which included meeting with Mr. Dalla Bona, it was determined that he was not eligible to stand for election as he had previously been removed from the UWSA's Board in March, 2017 and therefore did not meet the requirements of UWSA ByLaws listed below.

At this time Mr. Dalla Bona has been informed he is no longer a candidate. Please see below the following Policies and By-Laws that qualify the above statement.

#### UWSA BY-LAWS

##### BY-LAW 100: ACCOUNTABILITY

###### 100.01: Ineligibly

Any Director or Executive shall cease to be eligible to remain in such office if they:

- a) Fail to become a member of the UWSA for the academic year in which they hold office by the first day of the Fall session;
- b) Cease to be a member of the UWSA;
- c) In the case of Directors, become disqualified to act as a director under the Act;
- d) At any time becomes of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent or
- e) Submit a written resignation, from such office, to the Board

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##### BY-LAW 50: BOARD OF DIRECTORS

###### 50.03.01: Qualifications

All Directors shall be:

- a) Members of the UWSA;
- b) In good academic standing with the University of Windsor and the UWSA;
- c) not disqualified from being a director under the Act;

A Board of Director must read and acknowledge the job description of "Board of Directors"

##### SECTION 30: ELIGIBILITY

###### 30.02 Candidate Eligibility

###### 2. General Eligibility

- a. Every Member is eligible to run as a Candidate, except:

- a) Any Member who has been removed as a Director or Executive within the preceding twelve (12) months;
- b) Any Member who is disqualified from being a Director under the Act;
- c) Any Member who is a party in litigation with the UWSA; or
- d) Any Election Official.

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## SECTION 60: ALL CANDIDATES MEETING

### 60.03 Meeting Agenda

#### 1. The All Candidates Meeting is held (but not limited) to:

##### a) Introduce the Election Officials, and their duties and functions, to the Candidates;

- a. Introduce the Election Officials, and their duties and functions, to the Candidates;
- b. Introduce the Candidates to each other;
- c. Introduce the governance structure and function of the UWSA;
- d. Review the UWSA job description for each contested position (i.e. Director, Senator, Vice President and President positions);
- e. Review the Election Calendar;
- f. Review the Elections Policy and other pertinent UWSA By-Laws and policies;
- g. Review the appeals process and inform the Candidates of the EC's designated UWSA email to which they must send appeals;
- h. Provide contact details for the CRO and DRO(s); and
- i. Allow Candidates an opportunity to address any questions or concerns.

#### 2. It is the responsibility of each Candidate to understand the information provided at the All Candidates Meeting.

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## SECTION 10: INTERPRETATION

### 10.01 Definitions

In this Elections Policy, unless otherwise defined below, capitalized words have the meanings assigned to them in the By-Laws. Unless the context requires otherwise:

“Candidate” means any individual who has met the eligibility requirements of Section 50 of this Policy;