

Proposed
Agenda
(as amended)



UWSA Board of Directors
Thursday, April 5, 2018
6:00 PM
CAW Board Chambers

Directors/Senators Present: Abraham Abduelmula, Ahmed Abdallah, Ahmed Khalifa, Amanda Skocic, Andres Curbelo-Novoa, Dastu Ibrahim, Hagar Elsayed (6:36 PM), Jonabeth Martinez-Herrera, Liam Adams (Chair), Navjot Deo, Rana Habib, Serdar Ismail, Zeina Merheb

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

Board Guests: Moussa Hamadani (Ex-President UWSA), Yoshani Jayatilaka (Finance Manager, UWSA)

Term Excusals: Aine Donnelly

Absent/Sent Regrets: Sahibjot Grewal, Yosra Elsayed Elsayed

ITEM DISCUSSION	ACTION
1.0 Call to Order	
2.0 Chair's Business	
2.1 Teleconference	
3.0 Approval of the Agenda	Approval
3.1 BIRT the proposed agenda be adopted.	
4.0 Approval of the Minutes	Approval
4.1 Public minutes of March 22nd, 2018	
4.2 Public minutes of March 27th, 2018	
5.0 Presentations to the Board	Information
5.1 Emergency Motion - The Hum Cafe & Lounge (Ops)	
5.2 Scholarships (Ops)	

- 5.3 Electronic Voting (GPC)
- 5.4 Executive Policy (GPC)
- 5.5 In-camera Policy (GPC)

6.0 Proposed/Posted Motions

Approval

6.1 Emergency Motion (new)

Whereas The Hum Café & Lounge (“The Hum”) is a 100% owned subsidiary of the UWSA; and

Whereas The Hum requires additional funds to cover essential costs (i.e. wages, payments to vendors and various taxes owed to the Government of Canada)

BIRT a maximum allocation of an additional \$15,000 be approved in loan to the UNIWIN Student Pub for the 2017-18 fiscal year.

6.2 *Whereas* circumstances may warrant immediate action by the Board of Directors or its Committees without the ability to meet in-person

BIRT the Electronic Voting Policy be approved as submitted.

6.3 **BIRT** a committee, consisting of ____, ____, and ____, be struck to review and approve applications for UWSA scholarships.

BIFRT these Board members will be the sole voting members of the committee.

BIFRT this committee will be chaired and facilitated by the VPFO.

BIFRT scholarship decisions must be made and informed to the successful applicants by April 15th.

6.4 *Whereas* the UWSA is a student-driven, student-led organization with the mission to serve, advocate for and represent students; and

Whereas the UWSA cannot effectively fulfill its mandate if the role and duties of our student-elected leaders are not made clear, as they relate to each other and the staff;

BIRT the Executive Policy be approved as submitted.

6.5 *Whereas* the preliminary budget for the 2018-19 fiscal year has been prepared by the accounting department in cooperation with the Operations Committee
Whereas the Service Coordinators were included in the consultation process, and

Whereas the Finance Committee has reviewed the preliminary budget

BIRT the preliminary budget for the 2018-19 fiscal year be approved.

6.6 *Whereas* the Board of Directors has the ability to hold in-camera sessions that limit public information; and

Whereas in-camera sessions should only be held where required and must be strictly governed in order to prevent misuse;

BIRT the In-Camera Policy be approved as submitted.

6.7 *Whereas* meetings of the UWSA Board of Directors can be inefficient due to consuming time with non-controversial items;

Whereas the consent agenda is a Board practice that groups routine business into one agenda item, rather than filing motions on each item separately; and

Whereas this practice moves routine items along quickly so that the Board has time to discuss more important issues,

BIRT the Board adopt the regular practice of the consent agenda at all Board meetings.

BIFRT the Governance and Policy Committee be tasked with incorporating the consent agenda procedure in the Board Agenda Policy.

6.8 *Whereas* the UWSA wishes to continue and promote a strategic and mutually beneficial partnership with the University;

Whereas the UWSA and the University lack any formal agreement that formalizes their existing relationship;

Whereas any Memorandum of Understanding must safeguard the student voice and autonomy of the UWSA, and promote mutual respect and cooperation;

BIRT that the Board of Directors approve in principle and endorse a Memorandum of Understanding with the University of Windsor, to be negotiated and concluded by the Operations Committee

7.0 Unfinished Business Discussion

8.0 New Business Discussion

8.1 Moussa Hamadani

9.0 In-camera

9.1 In-camera meeting minutes of February 15, 2018 - Board + President

9.2 In-camera meeting minutes of March 4, 2018 - Board + Execs Only

9.3 In-camera meeting minutes of March 15, 2018 - Board + Execs Only

9.4 In-camera meeting minutes of March 22, 2018 - Board + VPSA

9.5 Budget Presentation & Approval (motion will be public - see 6.4)

9.6 Accessibility Presentation & Approval (*motion will be public*)

BIRT up to **\$3,000 from the Accessibility Fund** be approved.

9.7 Memorandum of Understanding (*motion will be public - see 6.9*)

9.8 Director Request (*Abdallah*)

10.0 Reports

Information

10.1 Executive

10.2 Committees

10.3 Senate

10.4 General Manager

11.0 Question Period

12.0 Adjournment



MINUTES of the Meeting as Occurred

ITEM	DISCUSSION	ACTION
1.0	Call to Order The meeting was called to order at 6:05 PM.	
2.0	Chair's Business 2.1 Teleconference: No Teleconference requested.	
3.0	Approval of Agenda 3.1 BIRT that the agenda be approved as proposed. Moved: Zeina <i>(All in favour)</i>	All - Approved
	Seconded: Abraham <u>CARRIED</u>	
	<u>Discussion:</u> Emergency presentation was added to 5.1 and emergency motion was added to 8.1. It was requested to move all motions (item 8) up (to item 6) after the presentation and the report to the board at the very end. Also, item 5.6 Ombudsperson & VPSA (Director Elsayed) was removed as no presentation for required. Accordingly, item 6.8 (old agenda 8.8) was removed. New Business was added by Director Zeina. She informed the board that ex-President Moussa Hamadani would like to speak to the board but in-camera.	
4.0	Approval of Minutes 4.1 Public Minutes of March 22, 2018 BIRT that public minutes for the Board meeting held on March 22, 2018, be approved. Moved: Abraham <i>(All in favour)</i>	All – Approved
	Seconded: Ahmed A <u>CARRIED</u>	
	<u>Discussion:</u> There was no discussion on the same.	

4.2 Public Minutes of March 27, 2018

BIRT that public minutes for the Board meeting held on March 27, 2018, be approved.

Moved: Abraham
(All in favour)

Seconded: Ahmed A
CARRIED

Discussion: There was no discussion on the same.

5.0 Presentations to the Board

Discussions

5.1 Emergency Motion – The Hum Café & Lounge

The Hum Café & Lounge needs loan to pay its employees and taxes. They are asking for up to C\$ 15,000/- of loan. UWSA has previously given them loan on two occasions amounting to C\$ 50,000 and C\$ 25,000 respectively. The new amount will bring the total loan from UWSA to the Hum Café to C\$ 90,000/- There are numerous reasons for this requirement one of them being poor management. Director Navjot asked to investigate specific reasons of why this pattern is being repeated. A strategic plan is being worked out for the Hum Café for the new fiscal year to avoid these issues. One of the board member pointed out that the Hum Café is still running on full capacity with liquor license also awaited. He specified that this is a start-up and it takes time for start-ups to start earning revenues. It was specified that liquor license will most probably increase the sales at the café by 40%. A few board members pointed out that depending only on alcohol is not a promising idea and Hum café needs a strong strategic business plan. The Hum café will be closed from April 13, 2018 to 31st July 2018. The Hum Café will start repaying UWSA after one to three years of when the loan was granted to them.

5.2 Scholarships

President Bowers mentioned that three people are required who can give time from now to April 13, 2018 to review and approve the scholarships UWSA has received so that they could be granted.

5.3 Electronic Voting

The policy was sent via email to all board members. This policy allows time sensitive matters to be voted in between meetings. This voting will be at the discretion of the chair.

5.4 Executive Policy

The policy was sent via email to all board members. The policy said the Executives should be part time students. It was highlighted that international students are not allowed to part time students and hence this policy is not fair to them. It was recommended that the wordings be changed from ‘required to take less than 4 courses’ to ‘recommended to take less than 4 courses’.

5.5 In-Camera Policy

The policy was sent via email to all board members. It was noticed that board was going in-camera way too much without much accountability. This policy is designed to reduce the same.

6.0 Proposals/Posted Motions

All-Approval

6.1 Emergency Motion

Whereas The Hum Café & Lounge (“The Hum”) is a 100% owned subsidiary of the UWSA; and

Whereas The Hum requires additional funds to cover essential costs (i.e. wages, payments to vendors and various taxes owed to the Government of Canada)

BIRT a maximum allocation of an additional \$15,000 be approved in loan to the UNIWIN Student Pub for the 2017-18 fiscal year.

Moved: Abraham
(*None in favour*)

Seconded: Ahmed A
FAILED

Discussion: Director Ahmed A requested that there is an action point for operations committee to set a dead line to come up with the strategic plan for the Hum Café.

Directors Zeina, Amanda, Andres, Ahmed A, Jonabeth and Rana abstained.

BIRT the discussion be reopened for item 6.1

Moved: Abraham
(*All in favour*)

Seconded: Ahmed A
CARRIED

Discussion: It was brought to the notice of the board that this loan is for paying the employees and taxes which cannot be delayed. Most of the board members were not in favour of giving any more funds to the Hum Café without having a plan of how the Hum Café is being held accountable for

these loans. The General Manager told the board that UWSA is legally obligated to pay the staff and taxes. She also pointed out that if UWSA fails to do so, they could be open to a lawsuit. Director Hagar pointed out that not much initiative from the Hum Café has been seen with respect to advertisements or reaching out to the membership. She said that Hum Café is getting used to approaching to UWSA for a bail out without putting in much efforts by themselves. Director Abraham pointed out that not approving this motion can have repercussions and those need to be considered. He said fixing the problem is better option than letting the Café close with a possibility of being open to a lawsuit. Director Navjot pointed out that nobody issues a loan to an organization which does not make money or have a defined source of money.

BIRT item 6.1 be reconsidered.

Moved: Abraham
(*All in favour*)

Seconded: Ahmed K
CARRIED

Discussion: All were in favour to reconsider the failed motion 6.1.

Whereas The Hum Café & Lounge (“The Hum”) is a 100% owned subsidiary of the UWSA; and

Whereas The Hum requires additional funds to cover essential costs (i.e. wages, payments to vendors and various taxes owed to the Government of Canada)

BIRT a maximum allocation of an additional \$15,000 be approved in loan to the UNIWIN Student Pub for the 2017-18 fiscal year.

Moved: Abraham
(*All in favour*)

Seconded: Ahmed A
CARRIED

Discussion: It was brought to the notice that management at Hum Café has been bad and this root cause issue needs to be resolved. One of the board members asked on why was this issue brought so late to the board. President Bowers responded to that stating that these figures were given to them just one night before the meeting by the accountants. Director Hagar suggested if we could get a legal advice on what the repercussions would be if we do not give Hum Café this said loan. She was informed that this would not be feasible as this is the last board meeting for this term and the payment is due next week.

Director Navjot opposed and Directors Ahmed K, Dastu, Hagar and Rana abstained.

6.2 *Whereas* circumstances may warrant immediate action by the Board of Directors or its Committees without the ability to meet in-person

BIRT the Electronic Voting Policy be approved as submitted.

Moved: Ahmed A
(*All in favour*)

Seconded: Abraham
CARRIED

Discussion: Discussion was done during the presentation.

6.3 **BIRT** a committee, consisting of Abraham Abduelmula, Ahmed Abdallah and Serdar Ismail be struck to review and approve applications for UWSA scholarships.

BIFRT these Board members will be the sole voting members of the committee.

BIFRT this committee will be chaired and facilitated by the VPFO.

BIFRT scholarship decisions must be made and informed to the successful applicants by April 15th.

Moved: Ahmed A
(*All in favour*)

Seconded: Abraham
CARRIED

Discussion: Directors Abraham, Ahmed A and Serdar self-nominated themselves.

6.4 *Whereas* the UWSA is a student-driven, student-led organization with the mission to serve, advocate for and represent students; and
Whereas the UWSA cannot effectively fulfill its mandate if the role and duties of our student-elected leaders are not made clear, as they relate to each other and the staff;

BIRT the Executive Policy be approved as submitted.

Moved: Ahmed A
(*All in favour*)

Seconded: Zeina
CARRIED

Discussion: Discussions and amendments were done during the presentation. The amended policy was approved.

6.5 The motion will be discussed after the in-camera presentation.

6.6 *Whereas* the Board of Directors has the ability to hold in-camera sessions that limit public information; and

Whereas in-camera sessions should only be held where required and must be strictly governed in order to prevent misuse;

BIRT the In-Camera Policy be approved as submitted.

Moved: Zeina
(All in favour)

Seconded: Abraham
CARRIED

Discussion: Discussion was done during the presentation.

- 6.7** *Whereas* meetings of the UWSA Board of Directors can be inefficient due to consuming time with non-controversial items;
Whereas the consent agenda is a Board practice that groups routine business into one agenda item, rather than filing motions on each item separately; and
Whereas this practice moves routine items along quickly so that the Board has time to discuss more important issues,
BIRT the Board adopt the regular practice of the consent agenda at all Board meetings.
BIFRT the Governance and Policy Committee be tasked with incorporating the consent agenda procedure in the Board Agenda Policy.

Moved: Zeina
(All in favour)

Seconded: Ahmed A
CARRIED

Discussion: Discussion was done during the presentation. Directors Ahmed K and Rana opposed to the motion.

- 6.8** The motion will be discussed after the in-camera presentation.

7.0 Unfinished Business

There was not unfinished business to be discussed.

BIRT the board takes a five-minute recess

Moved: Zeina
(All in favour)

Seconded: Ahmed A
CARRIED

BIRT that the Board moves In-Camera

BIFRT item 8.1 includes the executives, the presenter Moussa Hamadani but excludes the General Manager

BIFRT item 9.4 includes the VPSA but excludes other executives and the General Manager

BIFRT items 9.1, 9.2 and 9.3 includes the President but excludes other executives and the General Manager

BIFRT item 9.5 includes the executives, the General Manager and the Finance Manager

BIFRT item 9.6 includes the executives and the General Manager

Moved: Zeina
(All in favour)

Seconded: Rana
CARRIED

BIRT that the Board moves out of Camera

Moved: Amanda
(All in favour)

Seconded: Zeina
CARRIED

BIRT up to C\$ 3000/- from the Accessibility Fund be approved for the previously discussed issue in this meeting.

Moved: Ahmed A
(All in favour)

Seconded: Serdar
CARRIED

BIRT the In-Camera Minutes of March 22, 2018 be approved

Moved: Amanda
(All in favour)

Seconded: Zeina
CARRIED

BIRT the In-Camera Minutes of March 15, March 4 and February 15, 2018 be approved

Moved: Ahmed A
(All in favour)

Seconded: Rana
CARRIED

6.0 Proposals/Posted Motions

All-Approval

6.5 *Whereas* the preliminary budget for the 2018-19 fiscal year has been prepared by the accounting department in cooperation with the Operations Committee

Whereas the Service Coordinators were included in the consultation process, and

Whereas the Finance Committee has reviewed the preliminary budget

BIRT the preliminary budget for the 2018-19 fiscal year be approved.

Moved: Serdar
(All in favour)

Seconded: Abraham
CARRIED

The meeting was adjourned due to loss of quorum at 9:35 PM.

Action Points:

To come up with a Strategic Business Plan for Hum	Operations Committee
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