



**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
May 12, 2018**

The Third Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on May 12, 2018.

Present: Director Parastoo Sadeghein
Director Colleen Anderson
Director Kathryn Fraser
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Ferwa Imam (left at 4:02 p.m.)

(Non Voting Members): President Jaylan Hayles
Vice President Toosha Bush
Vice President Geoffrey Olara
General Manager Jennifer McHugh (left at 3:18 p.m.)
Financial Controller Josh Reece, CPA (arrived at 11:00 a.m., left at 3:18 p.m.)
The Board Chair Charles Wilson

(Courtesies of the House): Theresa Kane, the Accountability Group

(Courtesies of the Floor): Assistant General Manager Naqi Hyder
The Corporation's Solicitor Matthew Joseph

Absent: Director Corrina Collette

CALL TO ORDER

The Board Chair called the meeting to order at 9:07 a.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the board of our need to continue the stewardship of this land and reconciliation with the First Peoples. The Chair extended Courtesies of the House and Floor.

PRESENTATIONS

Theresa Kane of the Accountability Group led the group in a strategic planning exercise. The report from the exercise will be presented at the next Board meeting. The Chair thanked Ms. Kane leading the board in this exercise.

ADOPTION OF THE AGENDA

RESOLUTION 2018-3-1

Moved by: Director Kathryn Fraser

Seconded by: Director Parastoo Sadeghein

That the agenda for the third meeting of the of the Board held on May 12, 2018 be adopted.

-CARRIED 2018-3-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

APPOINTMENT OF THE CHAIR (REPORT R2018-1)

Report R2018-1 was presented.

RESOLUTION 2018-3-2

Moved by: Director Kathryn Fraser

Seconded by: Director Parastoo Sadeghein

That Charles Wilson be appointed as Chairperson in accordance with section 8.1 of the by-laws of Durham College Students Incorporated.

-CARRIED 2018-3-2

MINUTES FORM PREVIOUS MEETINGS

RESOLUTION 2018-3-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the minutes of the meeting of the Board Designate held on April 12, 2018 be adopted.

-CARRIED 2018-3-3

RESOLUTION 2018-3-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the minutes of the meeting of the Board Designate held on April 28, 2018 be adopted.

-CARRIED 2018-3-4

BOARD PROCEDURAL POLICY (Report R2018-2)

The Chair presented R2018-2 regarding the Board Procedural Policy.

RESOLUTION 2018-3-5

Moved by: Director Kathryn Fraser

Seconded by: Director Parastoo Sadeghein

That the Board of Directors of Durham College Students Incorporated adopts the Board Procedural Policy as attached to the schedule of this resolution.

-CARRIED 2018-3-5

The schedule is attached as appendix I.

SUSPENSION OF THE RULES OF ORDER AND PROCEDURE

RESOLUTION 2018-3-6

Moved by: Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That the rule of order and procedure as contained in section 6.16 of the Board Procedure Policy be suspended to the remainder of the meeting.

-CARRIED 2018-3-6

SUPPLEMENTAL AGENDA

RESOLUTION 2018-3-S1

Moved by: Director Fewra Iman

Seconded by: Director Parastoo Sadeghein

That the supplemental agenda be dealt with at this time.

-CARRIED 2018-3-S1

JUNE BOARD MEETING

The Chair informed the Board that he will likely call a June Board Meeting which will review services policy and include some type of training in communications and stakeholder engagement.

PARTNERSHIPS

It was agreed that partnerships will be reviewed during a meeting of the Committee of the Whole later this meeting.

CLOSED SESSION

RESOLUTION 2018-3-S2

Moved by: Director Colleen Anderson

Seconded by: Director Andrew Nunez-Alvarez

That the Board proceeds into a Closed Session in accordance with section 4.2(f) of the Board Procedural Policy to receive advice which is subject to the Solicitor-Client Privilege and section 4.3 (a) of the Board Procedural Policy for training which is subject to the Solicitor-Client Privilege.

-CARRIED 2018-3-S1

The Board met in closed session at 1:36 p.m..

RESOLUTION 2018-3-S3

Moved by: Director Colleen Anderson

Seconded by: Director Andrew Nunez-Alvarez

That the Board rises from Closed Session.

-CARRIED 2018-3-S3

The Board ended the Closed Session at 2:25 p.m. There were no resolutions to consider from the Closed Session.

The Chair called a recess from 2:25 p.m. 3:18 p.m.

COMMITTEE OF THE WHOLE

RESOLUTION 2018-3-S4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the Board proceeds to a Committee of the Whole.

-CARRIED 2018-3-S4

The Committee met with Member Charles Wilson in the Committee Chair.

RECOMMENDATION CW-2018-1-1

Moved by: Member Parastoo Sadeghein

That this Committee take note of the Partnerships, Programs, and Services of the Durham College Students Incorporated.

The Committee took note of Partnerships, Programs, and Services of the Durham College Students Incorporated. At the end of all speakers, the Committee Chair deemed the motion **REPORTED CW-2018-1-1.**

RECOMMENDATION CW-2018-1-2

Moved by: Member Parastoo Sadeghein

That this Committee Rises and Report and the Report be referred to the Executive Committee to Study and report upon.

-REPORTED CW-2018-1-2

The Committee Chair declared the Committee adjourned.

The Board resumed the session at 5:06 p.m. with the Chair presiding.

ADJOURNMENT

RESOLUTION 2018-3-7

Moved by Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That the Board do now adjourn to the call of the Chair.

-CARRIED 2018-3-7

The meeting adjourned at 5:07 p.m.



**Durham College Students Inc.
(hereinafter the “Corporation”)
BOARD PROCEDURES POLICY
(hereinafter the “Policy”)**

Effective Date: May 1, 2018	Last Review Date: May 1, 2018
Approved by: Board of Directors	Authority Responsible: Board of Directors

ARTICLE I: POLICY STATEMENT

1.1 The Board establishes this Policy to govern the procedures of meetings of the Board, the Executive Committee, and the Membership and the committees thereof.

ARTICLE II: DEFINITIONS

2.1 Any capitalized terms that are not defined herein shall have the same meaning as those defined in the By-Laws.

2.2 The following definitions shall apply to the Policy:

“Motion” shall have the same meaning as Ordinary Resolution, as defined in the By-laws.

“Rule of Order and Procedure” shall mean the *Robert’s Rules of Order Newly Revised: In Brief*.

ARTICLE III: GENERAL

3.1 The procedure for meetings as contained in this Policy shall be maintained throughout all meetings of the Board, the Executive Committee and the Member and all meetings thereof.

3.2 In all cases not provided for hereinafter, or by resolution of the Executive Committee, the Board, or the Member, procedure questions shall be decided by the Chairperson, whose decision shall be based on the usages, forms, customs and precedents of the parliamentary traditions set forth in most recent edition of the Rules of Order and Procedure.

- 3.3 The Chairperson may alter the application of any practice in order to permit the full participation in the proceedings of any Executive Officer, Director or Member with a disability.
- 3.4 These procedures are not in effect until May 1, 2018.
- 3.5 Only the Board has the authority to amend, repeal, or replace this Policy.

ARTICLE IV: OPEN MEETING

- 4.1 Except as provided in this section, all Meetings shall be open to the public.
- 4.2 A Meeting or part of a Meeting may be closed to the public if the subject matter being considered is,
 - a) the security of the property of the DCSI;
 - b) personal matters about an identifiable individual;
 - c) a proposed or pending acquisition or disposition of property;
 - d) labour relations or employee negotiations;
 - e) litigation or potential litigation;
 - f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose, or on the recommendation of the corporation's solicitor;
 - g) a position, plan, procedure, criteria, or instruction to be applied to any negotiation carried on or to be carried on by or on behalf of the DCSI.
- 4.3 A Meeting may be closed to the public if the following conditions are both satisfied,
 - a) The Meeting is held for the purpose of educating or training the Executive Officers Directors; and
 - b) at the Meeting, no Executive Officer or Director discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Executive Committee, or the Board.
- 4.4 Before holding a Meeting or part of a Meeting that is to be closed to the public, the Board

shall state by resolution,

- a) the fact of the holding of the closed Meeting and the general nature of the matter to be considered at the closed Meeting; or
- b) in the case of a meeting under subsection 4.3, the fact of the holding of the closed Meeting, the general nature of its subject-matter and that it is to be closed under that subsection.

4.5 Subject to subsection 4.6, a Meeting shall not be closed to the public during the taking of a vote.

4.6 Despite section 4.5, a Meeting may be closed to the public during a vote if,

- a) section 4.2 permits or requires the Meeting to be closed to the public; and
- b) the vote is for a procedural matter or for giving directions or instructions to officers, employees, legal counsel, any deemed agents of the DCSI, or persons retained by or under a contract with the DCSI.

4.7 A Meeting shall be closed to the public if the subject matter is regarding discipline of Directors, Executive Officers, or employees of the Corporation.

4.8 The Executive Committee may hold Meetings closed to the public if the subject matter is:

- (a) advice to the Board, or Officers of the Corporation;
- (b) the Meeting is ad hoc in nature; or
- (c) the Meeting is held in such a way or such a way that makes it impractical to hold the Meeting open to the public.

4.9 When a Meeting is held in accordance with section 4.8, there shall be a record of the Meeting made public.

4.10 Should any Director or Member have reasonable grounds to believe that a provision of this Article IV has been violated, then that Director or Member shall notify the Chairperson who shall forward the complaint to the Corporation's legal counsel so they may review the subject matter of the closed session. If the subject matter of the closed

session is not in accordance with part IV the Corporation's legal counsel shall advise the Board regarding the closed session and give such recommendations as they deem fit.

ARTICLE V: NOTICE

5.1 Before the Board does any of the following, the Board shall place notice in accordance with this Policy:

- (a) passes or amends the budget;
- (b) enact, alter, amend, repeal, or replace the Elections and Referendum Policy, the Board Procedural Policy, the Senior Manager Policy, Financial Administration Policy, the Sponsorship and Donations Policy, the Privacy Policy, or the By-Laws of the corporation;
- (c) propose the joining of an External Student Organization; or
- (d) anything else required by the Act, the By-Laws or the Corporation's Policies for notice to be given.

5.2 The Chairperson of the Board shall give the notice when directed by the Board to so by placing the notice at a place near the office of the Corporation and on the website of the Corporation.

5.3 Notice shall normally be given fourteen days (14) in advance of the Meeting at which the item is being considered.

5.4 The Chairperson shall give notice of all Meetings of the Members or, the Board by placing the notice at a place near the office of the Corporation, on the website of the Corporation, and by e-mail to all Members of the body which is meeting and the staff of the Corporation. This would normally be done seven days (7) before the meeting of the body which shall meet, however in cases of a Special Meeting this shall be done when the consent to the holding of the Meeting with less than seven days notice.

5.5 No Motion to amend the By-Laws can be considered at a membership meeting without fourteen (14) days notice.

ARTICLE VI: PROCEDURES TO BE MAINTAINED AT THE BOARD

- 6.1 Upon the date and hour specified in the calling of the Meeting, the order of business for the Meeting shall be:
- (a) Call to Order and Roll Call
 - (b) Adoption of the Agenda
 - (c) Declaration of Conflict of Interest
 - (d) Adoption of the Minutes of the previous meeting
 - (e) Delegations/presentations
 - (f) Motions
 - (g) Reports of Committee
 - (h) Financial Reports
 - (i) Other Reports
 - (j) Statements or Questions by Members
 - (k) Supplemental agenda
 - (l) Closed Session
 - (i) Adjournment
- 6.2 If at the date and hour specified in the calling of the Meeting, there is not quorum present, the Board shall adjourn for a quarter hour, and if quorum is not present upon the quarter hour after the date and hour specified, the Meeting shall be adjourned and further notice shall be given for another time and date for the Meeting of the board.
- 6.3 If at any point during the Meeting there is not a quorum present, the Board shall adjourn for a quarter hour, if quorum is not present upon the at the end of the quarter hour, the meeting shall be adjourned and further notice shall be given for another time and date for the meeting of the board.
- 6.4 If at the date and hour specified in the calling of the Meeting, the Chairperson is not present, the Board shall elect another person to chair the Meeting in accordance with the By-laws.

- 6.5 The Chairperson shall ensure that decorum, proper conduct and ensure the Rules of Order and Procedure are observed, and is authorized to rule on all points of order, questions of privilege, points of information and other matters relating to this Policy.
- 6.6 If a Director arrives at a Meeting after the roll has been called or leaves before the Meeting has been adjourned, the Secretary of the Board shall note the time of the Member's arrival or departure in the minutes. When a Member arrives early or late and has a conflict of interest they shall declare the interest before the matter is considered.
- 6.7 It is the responsibility of the Chairperson to prepare the agenda for the meeting. The Chairperson shall accept items for the agenda from any Director. The Chairperson shall accept any item on the agenda from staff only if that item has the approval of the General Manager.
- 6.8 Once the agenda has been sent to all Directors, it may only be amended by Ordinary Resolution of the Board.
- 6.9 In order to have a delegation or presentation to the Board, the presentation must be relevant to the role of the Board, and approved by the Board or the Executive Committee with the approval of the Chairperson.
- 6.10 There shall be no more than three presentations during the course of a Meeting. The presentations shall be limited to ten minutes with a ten minute question and comment period.
- 6.11 Reports of Committee shall be address in the following manner:
- (a) Report of the Executive Committee, and the Members thereof;
 - (b) Reports of the Standing Committees in order which their terms of reference appear in the By-Laws; and
 - (c) report of other Committees.

- 6.12 Reports from Committees do not need to be voted on unless that report includes a Motion. When a Motion is included the Motion shall be addressed with after the report has been considered.
- 6.13 Each Director is entitled to make a statement, an announcement, or ask a question of the Executive Officers at the point in the agenda specified in 6.1(j) for a period of up to one minute. If a question is asked, another minute shall be given for a response.
- 6.14 A Motion to adjourn requires a seconder and may be made at any time during a Meeting except:
- (a) when another Director has the floor;
 - (b) when a vote has been called; or
 - (c) during the taking of a vote.
- 6.15 If a Motion to adjourn is defeated, another Motion to adjourn shall not be made until after an intermediate proceeding has been completed.
- 6.16 Meetings shall automatically adjourn three hours after commencement if still in session, unless otherwise decided by a Special Resolution of the Directors present. Where a Meeting is authorized to continue past three hours, the Meeting shall be automatically adjourned one hour later, unless the Meeting is authorized to continue for further one-hour periods, with each period requiring the unanimous consent of all Directors present.

ARTICLE VII – MOTIONS

- 7.1 No Motion or amendment shall be considered unless seconded and reduced to writing.
- 7.2 No original Motion, except procedural Motions, shall be received without notice, except by permission of the Board.
- 7.3 When a Motion has been read by the Chairperson of the Board it cannot be withdrawn without the consent of the Board.

- 7.4 A member who moves a Motion is entitled to four minutes to speak, all other speakers are entitled to three minutes to speak. The mover of the Motion may have the opportunity to close debate, thereafter the chair shall immediately close debate dispose of the question.
- 7.4 A Director who intends to propose an amendment to a Motion that is being debated may give the Chairperson written notice of such intention with the text of the intended amendment.
- 7.5 When a Motion or an amending Motion has been made and seconded any Director may move that the debate be closed and a vote taken on the Motion or the amendment.
- 7.6 The Chairperson shall not accept a Motion that the debate be closed:
- i) if any Director or Member who has given the Chairperson written notice of intention to propose an amendment has not had an opportunity to do so, or
 - ii) if in the opinion of the Chairperson the Motion that the debate be closed is an abuse of the rules or would deny Directors or Members an adequate opportunity for discussion.
- 7.7 When the Chairperson accepts a Motion that the debate be closed, that Motion, when seconded, shall be decided without debate. When a Motion that the debate be closed is carried, the Chairperson shall immediately call the question on the Motion or amendment before the board. When a Motion that the debate be closed is lost, discussion shall continue on the Motion or amendment before the board.
- 7.8 When a Motion is under consideration, no other Motion shall be received except:
- i) to adjourn;
 - ii) to lay it on the table;
 - iii) to consider it clause by clause;
 - iv) to postpone it until a certain time;
 - v) to postpone it indefinitely;

- vi) to refer it;
- vii) to amend it; or
- viii) to divide upon it;

and Motions for any of these purposes shall have precedence in the order named, following a Motion to put the question.

- 7.9 Motions to adjourn or to lay on the table or to put the question shall be decided without debate.
- 7.10 Debate on a Motion to refer shall be restricted to the questions whether to refer and to whom.
- 7.11 No more than one amendment to a proposed amendment of a Motion shall be in order at one time.
- 7.12 When the amendments are proposed to any Motion, the amendments and the original Motion shall be put in the reverse order to that in which they were brought forward.
- 7.13 When a question is finally put by the Chairperson, either as an original Motion, as an amendment, or as an amended Motion, no further debate shall be allowed, the Chairperson first declaring that the question is finally put.
- 7.14 When the Chairperson is putting a question, no Director shall rise.

ARTICLE VIII – MOTIONS REGARDING EXPENDITURES

- 8.1 No Motion shall be received regarding the expenditures of funds by the Corporation, unless:
 - i) notice has been given to the Chairperson at least seven (7) days in advance of the Meeting; and
 - ii) it is reviewed by the Financial Controller as to whether the expense exists within

the current budget and if the expenditure is reasonable given all the circumstances of the budget.

8.2 Should a matter be placed on the agenda regarding the expenditure of funds, and the Financial Controller and General Manager believes such expenditure of funds is not in the best interest of the Corporation, the resolution may only be adopted by a two-thirds majority of the Members of the Board.

8.3 This section may only be suspended by unanimous consent of the Board and the concurrence of the Executive Committee.

ARTICLE IX VOTING

9.1 When the question is put, every Director present, except the Chairperson, shall be required to vote on the same.

9.2 In voting, those who vote in the affirmative shall so signify first, and then those who vote in the negative.

9.3 Any Director present at a Board Meeting may require a recorded vote. When a recorded vote is requested the Chairperson shall call the roll. Each Member who is not disqualified for voting by way of conflict of interest shall announce his or her vote openly. The Chairperson shall announce and record the result of the vote, and the Secretary of the Board shall record in the Minutes of the meeting how each Director have voted.

9.4 When a secret ballot is allowed for in the By-Laws, any Director present may request that a secret ballot be taken. When a secret ballot is taken each Director shall mark on a sheet of paper if they are in favour or against the question or the name of the candidate. The Chairperson shall collect the sheets of paper and announce the results.

ARTICLE X – THE EXECUTIVE COMMITTEE

10.1 The Executive Committee shall frame its own procedures, having regard to parts VI, VII, VIII and IX of this policy.

10.2 The agenda for Meetings of the Executive Committee may be as follows:

- (a) Call to order
- (b) Adoption of the Agenda
- (c) Declaration of Conflict of Interest
- (d) Adoption of the Minutes of the previous meeting
- (e) Informal consideration of matters
- (f) Motions
- (g) Financial Reports
- (j) Supplemental agenda
- (j) Closed Session
- (k) Adjournment

However, the precise agenda will be set by the General Manager after consultation with the Executive Committee.

10.3 During informal consideration of matters, each Member shall discuss issues and items of importance to their role and any matters placed on the agenda by the General Manager.

10.4 Motions do not have to be seconded in the Executive Committee.

10.5 There is no requirement for notice to the Executive Committee.

ARTICLE XI - COMMITTEES

11.1 Committees shall operate in accordance Parts VI, VII, VIII, and IX *mutatis mutandis*.

11.2 The agenda for Meetings of the Committees shall be as follows:

- (a) Call to order
- (b) Adoption of the Agenda
- (c) Declaration of Conflict of Interest

- (d) Adoption of the Minutes of the previous meeting
- (e) Informal consideration of matters
- (f) Motions
- (g) Supplemental agenda
- (h) Closed Session
- (i) Adjournment

11.3 During informal consideration of matters each Member shall discuss issues and items of importance to their role and any matters placed on the agenda by the General Manager.

11.4 Motions do not have to be seconded in the Committee.

11.5 There is no requirement for notice in the Committee.

ARTICLE XII – MEMBERSHIP MEETINGS

12.1 The Member Meetings shall operate in accordance with Parts VI, VII, VIII, and IX *mutatis mutandis*. However the following sections shall read as follows:

- (a) sections 6.6, 6.7, 6.9, 6.10, 6.11 and 9.1 shall have no application;
- (b) section 9.2 shall require three members to require a recorded vote;
- (c) Any Member moving a Motion may speak for up to three minutes, all other Member's speaking may speak up to two minutes.

12.2 The agenda for meetings of the Membership Meeting shall be as follows:

- (a) Call to order
- (b) Adoption of the Agenda
- (c) Declaration of Conflict of Interest
- (d) Adoption of the Minutes of the previous meeting
- (e) Report of the Board and Executive Committee
- (f) Financial Reports
- (g) Appointment of auditors
- (h) Amendments to the by-laws and other governing document

- (i) Reading into the record election results
- (j) Special business
- (k) Supplemental agenda
- (l) Adjournment

12.3 At any such Meeting where a Member claims the right to vote, the Member shall sign the book which shall be kept by the Secretary of the Board stating that they qualify at that Meeting and agreeing to keep any matter, in closed sessions, confidential.

12.4 When the Members is considering removing a Director or Executive Officer at a Meeting the Meeting shall be closed to the public, unless otherwise decided by resolution of the Meeting.

12.5 The following persons shall be allowed to be present at a Member Meeting when that Meeting is in closed session:

- (a) the General Manager;
- (b) the Secretary of the Board;
- (c) the Corporations Legal counsel, and the legal counsel for any Director or Executive Officer;
- (d) any other person as allowed by the Chairperson.

12.6 Motions that are proposed at a Member's Meeting shall be ranked by priority in the following order:

- (a) From the Board;
- (b) From the Executive Committee;
- (c) From individual members of the Board or Executive Committee; and
- (d) From Members of the Corporation.

12.7 The Board shall appoint the following Sessional Committees ahead of the Member's Meeting:

- (a) Resolutions Committee, who shall review all resolutions coming before the

Member's Meeting to ensure that the resolution is of correct form and clear.

(b) Credentials Committee, who shall review any disputes over the credential of Members, Directors or Executive Officers and resolve the dispute.

(c) Agenda Committee, who shall review the agenda of the meeting and recommend the order in which business shall be dispatched.

12.8 The Board shall issue a circular stating the time and place of the holding of the Member's Meeting, and the business to be done. The business mentioned in the circular shall have precedence over all other business. The circular shall be available at least fourteen days (14) before such meeting.

12.9 Such meeting shall be held in Oshawa or Whitby, or at the discretion of the Board to determine such other place as is necessary.

ARTICLE XIII – SUSPENSION OF THE RULES OF ORDER

13.1 A Motion to suspend a Rule of Order and Procedure or a section of this Policy relating to procedures shall take precedence over all other Motions and shall be decided without debate. No Rule of Order and Procedure or section of this Policy relating to procedures shall be suspended except upon the vote of two-thirds of the Members present and voting.

13.2 The close meeting provisions of this Policy cannot be suspended.