



***DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES (Public)
JUNE 29, 2018***

The First Special Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at Durham College, 2000 Simcoe Street North, Oshawa, Ontario on June 29, 2018.

Present: Director Parastoo Sadeghein
Director Matthew Bryan (left during closed session)
Director Ferwa Imam
Director Corrina Collette
Director Andrew Nunez-Alvarez

(Non Voting Members): The Board Chair Charles Wilson

(Courtesies of the Floor): Matthew Joseph, the Corporation's Solicitor

Regrets: Director Kathryn Fraser
Director Colleen Anderson

CALL TO ORDER

The Board Chair called the meeting to order at 5:50 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-S1-1

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That the agenda for the first special meeting of the of the Board held on June 29, 2018 be adopted.

-CARRIED 2018-S1-1

DECLARATIONS OF CONFLICT OF INTEREST

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

SUSPENSION OF THE RULES OF ORDER AND PROCEDURE

RESOLUTION 2018-S1-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Rules of Order and Procedures as contained in Article 5, sections 6.8, 6.16, and 7.2 of the Board Procedural Policy be suspended for this meeting.

-CARRIED 2018-S1-2

CLOSED SESSION

RESOLUTION 2018-S1-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That:

- (1) the Board now proceeds to a Committee of the Whole in confidential Closed Session to discuss a matter of that is subject to solicitor client privilege;***
- (2) the Committee of the Whole may assume the powers of the Board without further notice in open session; and***
- (3) the Corporation's Solicitor be appointed as the Chair of the Committee of the Whole and the all non-voting members and Chairperson be excused during the Committee of the Whole unless invited in by the Corporation's Solicitor.***

-CARRIED 2018-S1-3

RESOLUTION 2018-S1-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board now proceeds to an Open Session.

-CARRIED 2018-S1-4

The Chairperson reported the following five resolutions were passed in Closed Sessions which the Board decided to make public.

RESOLUTION 2018-S1-B1

That the vote on resolution 2018-5-5 be rescinded.

RESOLUTION 2018-S1-5

That the Board:

- i) hereby ratify the results of the RFP for the Student Health, Dental, and extended Health Care plan in which Student VIP was the selected proponent;***
- ii) enter into the agreement attached hereto as Schedule B with Student VIP;***
- iii) and hereby authorize and direct the Acting General Manager and take all necessary action to give effect to this resolution.***

RESOLUTION 2018-S1-6

Section 18.6 of the Bylaws shall read:

Should the Board of Directors determine that an Executive Officer is in breach of their employment agreement or the Bylaws of the Corporation the Board of Directors shall:

- a) terminate the Executive Officer employment agreement with the Corporation;***
- b) suspend the Execution Officer on terms to be determined by the Board of Directors; or***
- c) issue a written reprimand to the Executive Officer.***

An Executive Officer that receives a letter from the Board of Directors pursuant to a) or b) shall be deemed to have resigned from their office.

RESOLUTION 2018-S1-7

Section 9.3 (c) of the Corporation's By-laws be amended to read:

9.3 (c). An Executive Officer may only be removed:

- i) by a Special Resolution passed by the Members at a meeting of the Members; or***
- ii) by a Resolution passed by the Directors and in accordance with the Executive Officer's Employment Agreement.***

RESOLUTION 2018-S1-9

That the Board authorises the Acting General Manager to enter into a contract with a human resource consultant to review and provide advice on:

- i) the human resources and organizational development operations of DCSI, subject to the provisions of the by-laws and the Financial Administration Policy;**
- ii) the hiring of the General Manager of the DCSI; and**
- iii) any other human resources matter the Acting General Manager deems fit, acting reasonably.**

Resolution 2018-S1-8 was passed in closed session, but in accordance with section 4.7 of the Board Procedural Policy was not made public since it was regarding human resource matter.

ADJOURNMENT

RESOLUTION 2018-S1-10

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That this meeting do now adjourn to the call of the chair.

-Carried 2018-S1-10

The meeting adjourned at 8:21 p.m.