



**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
May 15, 2020**

The First Meeting of the Fourth Board of Directors of the Durham College Students Incorporated met on May 15, 2020 at 1:00 p.m. via videoconference.

Fourth Board of Directors

Present: Director Taneisha Jordon
Director Michelle Conn
Director Eduardo Akesson
Director Aleecia Lugossy

(non voting) Jenna Peace, Executive Chairperson and Chief Elected Officer
Faris Lehn, General Manager
Charles Wilson, Operations Manager and Secretary of the Board of Directors
Matthew Joseph, General Counsel
Yvonne Armstrong, Board Observer (Durham College)

Regrets: Director Kristen McKinnon

CALL TO ORDER

The Chairperson called the meeting to order at 1:10 p.m.

OVERVIEW OF THE ELECTION PROCESS

The Secretary of the Board reviewed the Elections Process.

SPECIAL ORDER CONSTITUTING THE MEETING:

RESOLUTION 2020-01-01

Moved by: Director Taneisha Jordan

Seconded by: Director Eduardo Akeson

That notwithstanding the Rules of Order and Procedure or Usual Practice, the Board shall proceed as follows:

a) the Board shall proceed immediately to the report of the Secretary of the Board regarding members seeking the office of Managing Director according to the usual procedure, and then proceed to an electronic ballot. The balloting shall proceed as follows:

i) the ballot shall be a ranked ballot with "1" indicating the members first choice, and "2" indicating the members second choice and so on, until the member has ranked all the candidates or no longer wishes to vote for a candidate. The ballot shall be open for 10 minutes or until all the directors have voted.

ii) The Secretary of the Board shall count the number of first preferences recorded on the ballots for each candidate, and, if a candidate has received a two-thirds majority of first preferences, at which point the Secretary of the Board shall announce the name of elected candidate.

iii) If, after the count referred to in sub clause (ii) of this order, no candidate has received a two-thirds majority of first preferences, the Secretary of the Board shall:

(a) eliminate the candidate who received the least number of first preferences from any subsequent counts and in all subsequent counts, treat each second or lower preference as if it were a first preference for the next highest candidate in the order of preference who is not eliminated; and

(b) repeat the process of vote counting described in subclause (a) until one candidate has received a two-thirds majority of first preferences, at which point the Secretary of the Board shall announce the name of elected candidate.

(c) in the event that no candidate has a two-thirds majority of the votes casted, a second ballot shall be taken and between the two

candidates with the most votes casted, and a majority of the votes casted shall determine the results, and the Secretary of the Board announce the name of the elected candidate.

- iv) Upon the results being announced, resolution 2020-01-03 shall be deemed to be moved, seconded, read, debated, and carried with a two thirds majority of the total votes casted.*

- b) upon the appointment of the Deputy Chairperson, the elections shall proceed in the manner described in clause (b), however:*
 - i) the words “two-thirds majority” shall be replaced with “majority” and subclause (iii(c)) shall not be applicable;*
 - ii) the resolution referred in subclause (iv) shall be resolution 2020-01-04; and*
 - iii) the office “Managing director” shall be replaced with “Deputy Chairperson”*

- d) two members be elected to the Standing Committee now and one at a board meeting in the month of October 2020.*

- e) appointments to the Standing Committee shall be handled as follows:*
 - i) nominations do not have to be seconded;*
 - ii) if more than two candidates are nominated, then the elections shall proceed in the manner described in clause (b), however:*
 - i) the words “two-thirds majority” shall be replaced with “majority” and subclause (iii(c)) shall not be applicable;*
 - iii) subclause (iv) shall not apply; and*
 - iv) the office “Managing director” shall be replaced with “Member of Standing Committee”*
 - iii) Upon the conclusion of the nominations of all committee, resolution 2020-01-05 shall be called and the question shall be put without debate.*

- f) appointments to external committees handled as follows:*
 - i) nominations do not have to be seconded;*
 - ii) if more candidates are nominated than the number of student which can sit on that committee, then the elections shall proceed in the manner described in clause (b), however:*
 - i) the vote for all committees shall be taken together;*

- ii) *the words “two-thirds majority” shall be replaced with “majority” and subclause (iii(c)) shall not be applicable;*
 - iii) *subclause (iv) shall not apply; and*
 - iv) *the office “Managing director” shall be replaced with “Member of _____ Committee”*
- iii) *Upon the conclusion of the nominations of all committee, resolution 2020-01-06 shall be called and the question shall be put without debate.*
- g) *the greetings of the Board be extended by the Secretary of the Board in the form established by tradition.*
- h) *that Charles Wilson be appointed as Secretary of the Board.*
- i) *the Chair shall interrupt proceedings at 2:00 p.m. and proceed directly to item 12 on the agenda, and upon the disposal of that item, the agenda shall continue at the point where it was interrupted at 2:00 p.m.*

-CARRIED (2020-01-01)

The Secretary of the Board accepted his role and took his seat at the Board table.

ELECTION OF THE MANAGING DIRECTOR

According to the Board Procedural Policy, the Secretary of the Board reported that four candidates did not remove their names from consideration from the office: Director Eduardo Akeson; Director Taneisha Jordon; Director Kirsten McKinnon; and Director Aleecia Lugossy. Director Kirsten McKinnon sought unanimous consent to remove her name from the ballot, it was given. Director Eduardo Akeson sought unanimous consent to remove his name from the ballot, it was given. The Secretary of the Board advised that a Director not present during the meeting was not eligible for seeking election. By unanimous consent, the board dispensed with the ballot and proceeded directly to the resolution.

RESOLUTION 2020-01-03

It was deemed to be moved and seconded in accordance with resolution 2020-01-01

That Director Taneisha Jordon be appointed as Managing Director of Durham College Students Inc.

- CARRIED WITH 2/3rds MAJORITY (2020-01-03)

ELECTION OF THE DEPUTY CHAIRPERSON

According to the Board Procedural Policy, the Secretary of the Board reported that three candidates did not remove their names from consideration from the office: Director Eduardo Akeson; Director Kirsten McKinnon; and Director Aleecia Lugossy. Director Kirsten McKinnon sought unanimous consent to remove her name from the ballot, it was given. The Secretary of the Board advised that a Director not present during the meeting was not eligible for seeking election. By unanimous consent, the board dispensed with the ballot and proceeded directly to the resolution.

RESOLUTION 2020-01-04

*It was deemed to be moved and seconded in accordance with resolution 2020-01-01
That Director Eduardo Akeson be appointed as Deputy Chairperson of the Board of
Directors of Durham College Students Inc.*

-CARRIED (2020-01-04)

ELECTION TO THE STANDING COMMITTEE

The Chairperson asked for nominations to the Standing Committee. The Secretary of the Board advised that the Executive Chairperson, General Manager, Managing Director, and Deputy Chairperson were members by virtue of their office.

Director Eduardo Akenson nominated Director Michelle Conn. She accepted.

By unanimous consent, the nominations closed.

RESOLUTION 2020-01-05

*It was deemed to be moved and seconded in accordance with resolution 2020-01-01
That Michelle Conn be appointed to the Standing Committee of Durham College
Students Inc.*

-CARRIED (2020-01-04)

APPOINTMENT TO EXTERNAL COMMITTEE (SUBJECT TO CONFIRMATION)

The Secretary of the Board advised that it is the usual practice that the Executive Chair have one of the seats on the Academic Council and College Council. The Board agreed to continue the usual practice.

The nominations were received as follows:

Academic Council	Director Aleecia Lugossy
College Council	Director Taneisha Jordon Director Eduardo Akeson Director Aleecia Lugossy
DC/DCSI Joint Committee	Director Eduardo Akeson
Student Conduct and Appeals	Director Michelle Conn
Ancillary Fees Protocol Committee	Director Aleecia Lugossy
Healthy Campus Taskforce	Director Taneisha Jordon Director Michelle Conn

A ballot was taken for the seat on the Healthy Campus Taskforce. The results were as follows:

Director Michelle Conn	3
Director Taneisha Jordon	1

RESOLUTION 2020-01-06

Moved by: Director Eduardo Akeson

Seconded by: Director Taneisha Jordan

That:

- 1) Jenna Peace and Aleecia Lugossy be appointed to the Academic Council of Durham College of Applied Arts and Technology;**
- 2) Jenna Peace, Taneisha Jordan, Eduardo Akeson, and Aleecia Lugossy be appointed to the College Council of Durham of Applied Arts and Technology;**
- 3) Eduardo Akeson be appointed to the DC/DCSI joint Advisory Committee of Durham College of Applied Arts and Technology;**
- 4) Michelle Conn be appointed to Student Conduct and Appeals Committee of Durham College of Applied Arts and Technology;**
- 5) Aleecia Lugossy be appointed to the Ancillary Fees Protocol Committee of Durham College of Applied Arts and Technology;**
- 6) Michelle Conn be appointed to the Healthy Campus Taskforce of Durham College of Applied Arts and Technology;**

For a term of May 1, 2020 to April 30, 2021 or until replaced by resolution of the Board of Directors.

-CARRIED (2020-01-06)

ADOPTION OF THE AGENDA

The Secretary of the Board advised that the previous items should be seen as “privileged business” meaning that it takes precedence over the normal business of the house, the Adoption of the Agenda is placed here since it’s the first piece of business during the meeting which does not take precedence over the normal business of the board.

RESOLUTION 2020-01-08

Moved by: Director Michelle Conn

Seconded by: Director Taneisha Jordan

That the agenda for the first meeting of the fourth board of directors held on May 15, 2020 be adopted.

-CARRIED (2020-01-08)

DECLARATION OF CONFLICT OF INTEREST

None were declared.

Adoption of Minutes of the previous meeting

RESOLUTION 2020-01-09

Moved by: Director Michelle Conn

Seconded by: Director Eduardo Akeson

That the minutes of the Board Meeting held on April 23, 2020 be adopted.

-CARRIED (2020-01-09)

MOTIONS

RESOLUTION 2020-01-10

Moved by: Director Eduardo Akeson
Seconded by: Director Taneisha Jordan

That Faris Lehn, Jenna Peace, Charles Wilson, and Tanisha Jordan be appointed as signing officers for all bank account held at Royal Bank of Canada, and further that they be empowered to bind the corporation in all contracts, promissory notes, deeds and other documents which shall from time to time require to be enacted, executed or done in the name of Durham College Students Incorporated and in accordance with the by-laws and policies of the Corporation and subject to instructions from the Board of Directors.

-CARRIED (2020-01-10)

SENIOR MANAGER REPORTS

The General Manager's Report was presented.

CLOSED SESSION

RESOLUTION 2020-01-11

Moved by: Director Eduardo Akeson
Seconded by: Director Taneisha Jordan

That the Board now proceeds to a closed session to deal with matters which are:

- (a) a matter which is regarding litigation or potential litigation which the solicitor client privilege applies in accordance with section 4.2 (e) and 4.3 (f) of the Board Procedural Policy;*
- (b) a matter which is regarding 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 which is subject to the Solicitor-Client Privilege in accordance with section 4.2 (f) and (g) of the Board Procedural Policy.*

-CARRIED (2020-01-11)

RESOLUTION 2020-01-12

Moved by: Director Eduardo Akeson
Seconded by: Director Taneisha Jordan

That the Board resumes an open session.

-CARRIED (2020-01-12)

The Secretary of the Board reported that the Board went into closed session to discuss a matter of litigation or potential litigation and 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 which is subject to the Solicitor-Client Privilege. There were no motions passed.

STATEMENTS OR QUESTIONS BY MEMBERS

Members of the Board made statements and asked questions.

NEXT MEETING

May 21, 2020 at 1:00 (Training with Durham College)

ADJOURNMENT

RESOLUTION 2019-01-17

That the board do now adjourn to May 21, 2020 or to the call of the chair.