



***DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
January 23, 2020***

The eighth meeting of the Third Board of Directors of the Durham College Students Incorporated met on January 23, 2020 at 6:30 p.m.

Third Board of Directors

Present:

Director Eduardo Akeson
Director Daniel Keating
Director Johan Tobias
Director Jane Dimitriou- Currie
Director Harmanjit Pixie Kaur
Director Mariam Asif

(Non Voting)

Chairperson Natalie Bartley
General Manager and Acting Secretary of the Board Faris Lehn
Operations Manager Charles Wilson (via Teleconference)

Guests:

Meri Kim Oliver, Durham College

Regrets:

Director Matthew Givans

CALL TO ORDER

The Chairperson called the meeting to order at 6:30 p.m.

DESIGNATION OF THE ACTING SECRETARY OF THE BOARD AND NOTIFICATION REGARDING A VACANCY IN THE MEMBERSHIP

The following Communications was received from the Secretary of the Board:

January 21, 2020

The Board of Directors
Durham College Students Inc.

Honourable Members;

I beg to inform the House of my unavoidable absence from the meeting of the Board on January 23, 2020. In accordance with the By-Laws and the Board Procedural Policy, I designate Faris Lehn as Acting Secretary of the Board for that meeting.

I further beg to inform the House that there are two vacancies in the membership by the resignations of Director Keeshon Bonterre and Director Quinn Walters

Regards,

Charles Wilson, B.A. (Hons)., M.P.A.
Secretary of the Board

ADOPTION OF THE AGENDA

RESOLUTION 2019-10-01

Moved by: Director Eduardo Akenson

Seconded by: Director Harmanjit Pixie Kaur

That the Agenda for the Tenth Meeting of the Board of Directors of Durham College Students Incorporated be adopted.

-CARRIED (2019-10-01)

DECLARATION OF CONFLICT OF INTEREST

None were declared.

MINUTES OF THE PREVIOUS MEETING

RESOLUTION 2019-10-02

Moved by: Director Eduardo Akeson

Seconded by: Director Harmanjit Pixie Kaur

That the minutes of the seventh meeting of the Board of Directors held on December 2, 2019 be adopted.

-CARRIED (2019-10-02)

DELEGATIONS/PRESENTATIONS

RESOLUTION 2019-10-03

Moved by: Director Mariam Asif

Seconded by: Director Eduardo Akeson

That the Board proceeds to a closed session in accordance with section 4.2 (b) and 4.2 (g) of the Board Procedural Policy to discuss a matter 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 and personal matters about an identifiable individual regarding a matter of interest involving Durham College of Applied Arts and Technology, and that the non-voting members, Secretary of the Board, and the Vice President Student Affairs of Durham College of Applied Arts and Technology shall be allowed to be present during this session, but the Board observers withdraw for these discussions.

-CARRIED (2019-10-03)

RESOLUTION 2019-10-04

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That the Board now resumes an open session.

-CARRIED (2019-10-04)

GENERAL MANAGER'S REPORT

The General Manager presented his report.

CONSENT AGENDA

RESOLUTION 2019-10-11

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That notwithstanding the usual practice, the following motions shall be deemed to be moved, seconded, read, and carried: 2019-10-05; 2019-10-06; 2019-10-07; 2019-10-08; 2019-10-09; 2019-10-10; 2019-10-13; and 2019-10-15.

-CARRIED (2019-10-11)

SENIOR MANAGER REPORTS

Report R2019-10-1 was presented.

RESOLUTION 2019-10-05 (Consent Agenda)

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That Mel Pigozzo and Melissa Pringle be appointed to be members of the Elections Compliance Oversight Committee for a term ending April 30, 2020.

-CARRIED (2019-10-05)

RESOLUTION 2019-10-06 (Consent Agenda)

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That the Standing Committee be authorised and empowered to appoint qualified persons to be members of the Elections Committee and Elections Compliance Oversight Committee for a term ending April 30, 2020.

-CARRIED (2019-10-06)

RESOLUTION 2019-10-07 (Consent Agenda)

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That Charles Wilson, Faris Lehn, Matthew Givans, and Pixie Kaur constitute the hiring committee for the Chief Returning Officer, with a quorum of two, as long as one member be either Charles Wilson or Faris Lehn, and one member be either Matthew Givans, and Pixie Kaur.

-CARRIED (2019-10-07)

RESOLUTION 2019-10-08 (Consent Agenda)

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That the Board of Directors does not object to the setting of the Elections date by the Elections Committee as outlined in Report R2019-10-1 in accordance with section 18 of the Elections Policy.

-CARRIED (2019-10-08)

RESOLUTION 2019-10-09 (Consent Agenda)

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That

(a) section 33 of the Elections Policy be amended to read:

“The spending limits for candidates shall be a maximum of \$0.02 per elector, as long as the spending limit as at least \$50.00 and at most \$200.00.”;

(b) section 76 of the Elections Policy be amended to read:

“The Elections Compliance Oversight Committee shall have a quorum of half of the appointed members when hearing an appeal.”

-CARRIED (2019-10-09)

RESOLUTION 2019-10-10 (Consent Agenda)

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That the Board of Directors set the method of election as online ballots in accordance with section 46(a) of the Elections Policy.

-CARRIED (2019-10-10)

Report R2019-10-2 was presented.

RESOLUTION 2019-10-11

Moved by: Director Eduardo Akeson

Seconded by: Director Mariam Asif

That the fee schedule for the 2020-2021 academic year be adopted.

-CARRIED (2019-10-11)

Report R2019-10-3 was presented

RESOLUTION 2019-10-12

Moved by: Director Maiam Asif
Seconded by: Director Harmanjit Pixie Kaur
That:

- a) schedule E of the Financial Administration Policy be amended as set forth in report R2019-10-3;
- b) the Board sets \$750,000 as the transfer to the Building Reserve Fund.

-CARRIED (2019-10-12)

The revised schedule E is attached as appendix I to these minutes.

REPORT OF THE STANDING COMMITTEE

RESOLUTION 2019-10-13 (Consent Agenda)

Moved by: Director Eduardo Akeson
Seconded by: Director Mariam Asif

That the Report of the Standing Committee be received.

-CARRIED (2019-10-13)

MANAGEMENT COMMITTEE RECOMMENDATION

The Management Committee recommends to the Board of Directors the expenditure of the corporation's fund under the circumstances, in the manner and for the purposes set out in the measure numbered 2019-10-14.

RESOLUTION 2019-10-14

Moved by: Director Harmanjit Pixie Kaur
Seconded by: Director Eduardo Akeson

That the Board approves the changes to the budget as follows:

- a) the amount of \$25,000 being transferred from Outreach Events to Events;
- b) the amount of \$40,000 being transferred from Clubs to Events
- c) the amount of \$40,000 being transferred from Societies to events.

-CARRIED (2019-10-14)

RESOLUTION 2019-10-15 (Consent Agenda)

Moved by: Director Eduardo Akeson
Seconded by: Director Mariam Asif

That the recommendation of the Standing Committee regarding product selection at food services be referred to the Management Committee.

-CARRIED (2019-10-15)

RESOLUTION 2019-10-16

Moved by: Director Mariam Asif
Seconded by: Director Harmanjit Pixie Kaur

That the Board concurs with the recommendation of the Standing Committee not to call a by-election for the vacant positions.

-CARRIED (2019-10-16)

STATEMENTS OR QUESTIONS BY MEMBERS

Statements were made and questions were asked by members.

CLOSED SESSION

RESOLUTION 2019-10-17

Moved by: Director Harmanjit Pixie Kaur
Seconded by: Director Eduardo Akeson

That the Board proceeds to a closed session in accordance with section 4.2 (b) of the Board Procedural Policy to discuss a personal matters about an identifiable individual, and that the non-voting members, Secretary of the Board, shall be allowed to be present during this session at the discretion of the Executive Chairperson and Chief Elected Officer.

-CARRIED (2019-10-17)

RESOLUTION 2019-10-18

Moved by: Director Eduardo Akeson
Seconded by: Director Mariam Asif

That the Board now resumes an open session.

-CARRIED (2019-10-18)

A RESOLUTION TO CONFIRM THE PROCEEDINGS OF THE BOARD MEETING HELD ON JANUARY 24, 2020

RESOLUTION 2019-10-19

Moved by: Director Harmanjit Pixie Kaur
Seconded by: Director Eduardo Akeson

That the Board of the Durham College Students Incorporated hereby enacts as follows:

- 1) That the actions of Board at the tenth meeting of the Board held on January 24, 2020 in respect to each report, recommendation, motion, resolution or other action passed and taken by the Board at its meeting, is hereby adopted, ratified and confirmed as if such proceedings and actions were expressly adopted and confirmed by Resolution; and***
- 2) That the Executive Chairperson, the General Manager, the Financial Controller, the Managing Director, and the Secretary of the Board and all other the proper officers of the corporation are hereby authorized and directed to do all things necessary to give effect to the said actions or to obtain approvals where required, and, except where otherwise provided, the proper officers are hereby authorized and directed to execute all necessary documents and to affix the Corporate Seal to all such documents if necessary.***

-CARRIED (2019-10-19)

NEXT MEETING

February 20, 2020 at 6:30 p.m.

ADJOURNMENT

RESOLUTION 2019-10-20

Moved by: Director Harmanjit Pixie Kaur

Seconded by: Director Eduardo Akeson

That the board do now adjourn to February 20, 2020 or to the call of the chair.

-CARRIED (2019-10-20)

SCHEDULE E

“RESERVE FUNDS”

1. TYPES OF RESERVE FUNDS.

- 1.1 The Corporation shall maintain three reserve funds: the operations reserve funds, the health plan reserve fund, and building reserve fund.

2. DEFINITIONS

- 2.1 The following definitions shall apply to the Schedule E:

“Operating Reserve Fund” - The Operating Reserve Fund is defined as the designated fund set aside by action of the Board. For the purposes described at section 2 below of this Schedule E.

“Target Minimum Operating Reserve Fund” - The Target Minimum Operating Reserve Fund is equal to [3] months of the average recurring total operating costs of the Corporation, budgeted for any given fiscal year.

“Building Reserve Fund” – The Building Fund is a dedicated fund of the Corporation funded by the student center fee collected from Members in order to contribute to the improvement of the student center at the North Oshawa main campus.

“Health Plan Reserve Fund” - The Health Plan Reserve Fund is defined as the fund set aside for the payment of health plan claims and health plan related expenses.

2. THE OPERATIONS RESERVE FUND

- 2.1 Purpose. The Corporation may, from time to time, build and maintain an adequate level of unrestricted net assets in an Operating Reserve Fund to support the organization’s Members in the event of unforeseen shortfalls such as, academic supports to assist with college strikes, and/or student scholarships to assist with undue hardships that may result due to unexpected circumstances.
- 2.2 Usage. The Operating Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as investment in infrastructure, or renovations to the Student Centre Building.
- 2.3 Funding the Operating Reserve Fund. The Corporation shall fund the Operating Reserve Fund to contribute an amount as set by resolution of the Board of Directors each month to the Operating Reserve Fund. This monthly amount shall be reviewed in May of each year by the Board, under the guidance of the Financial Controller, to ensure that the Operating Reserve Fund is adequately funded.
- 2.4 Replenishing the Operating Reserve Fund. If the Operating Reserve Fund falls under the Target Minimum Operating Reserve Fund, the Corporation shall endeavor to replenish the Operating Reserve Fund to the Target Minimum Operating Reserve Fund.

- 2.5 Revisions to Accommodate Changes. The Operating Reserve Fund serves a dynamic role for the Corporation and may be reviewed and adjusted by the Board in response to internal and external changes affecting the Corporation or its membership.
- 2.6 Review of Target Minimum Operating Reserve Fund. In addition to calculating the actual Operating Reserve Fund at the fiscal year-end, its Target Minimum Operating Reserve Fund shall be reviewed each year after approval of the annual budget.
- 2.7 Reports. The Operating Reserve Fund will be reported to the Board at the first Board meeting in May of each year and included in the regular financial reports.
- 2.8 Target Minimum Operating Reserve Fund Shortfall. If the Target Minimum Operating Reserve Fund falls below the 3-month threshold for 3 months, either consecutively or cumulatively during the fiscal year, the Financial Controller shall propose revising the Target Minimum Operating Reserve Fund amount to the Board at the Board meeting following the discovery of such an issue.
- 2.9 Forbidden Usage. Operating reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap.

3. BUILDING FUND

- 3.1 Student Center Fee. The Corporation is currently collecting a fee from its Members for to pay towards the maintenance and capital infrastructure in the student center at the Oshawa campus.
- 3.2 Rent. The student center fee is used to pay the rent charged by the College for the Corporation's tenancy in the student center and may also be used for other costs and expenses associated with the operations of the student centre.
- 3.3 Expiration of Lease Payments. The student center fees collected from the Members shall be kept into the Building Reserve Fund should the Corporation is no longer obligated to pay rent under the Lease Agreement with the College.
- 3.4 The Board shall direct the amount of the Student Centre Fee being diverted to the Building Fund.
- 3.5 The Board may only use the Leasehold Improvements Reserve Fund to finance leasehold improvements.

4. HEALTH PLAN FUND

- 4.1 Health Plan Fee. The Corporation may collect a Health Plan Fee, a Dental Plan, a Health Plan Administration Fee, and a Dental Plan Administration Fee which shall be set by the Board on the recommendation of the General Manager after consultation with the Health Plan service provider.
- 4.2 The Health Plan fund shall be used to pay the claims of the Health Plan, Dental Plan,

the administrative expenses of the health and dental plan, and shall maintain a reserve which shall be set by the Board on the recommendation of the General Manager after consultation with the Health Plan Service provider.

- 4.3 The Board may create a long-term plan for the use of the Health Plan Fund to support the Organization's Initiatives that relate to the health and wellbeing of students

5. ACCOUNTING FOR RESERVES

- 5.1 Record-Keeping. The Reserve Funds shall be recorded in the Corporation's accounting system and financial statements in a manner determined by the Financial Controller.
- 5.2 Available Only in Cash. The Reserve Funds will only be available in cash or cash equivalents.

6. Segregation of Funds.

- 6.1 The Reserve Funds shall be kept into a separate bank accounts, isolated from all other funds and separated from all other monies of the Corporation. Investing. The Financial Controller may advise the Board and the Board may determine, from time to time, to invest the Reserve Funds in low-risk investment vehicles ((e.g. Guarantee Investment Certificate or Government Bonds).

7. AUTHORITY TO USE OPERATING RESERVES

- 7.1 No Funds from the Reserve Funds may be used unless specifically authorized by the Board, or allowed under this policy.

8. REPORTING AND MONITORING

- 8.1 The Financial Controller and the General Manager are responsible for ensuring that the Reserve Funds are maintained and used only as described in this Schedule E.
- 8.2 Upon approval of the use of Reserve Funds, the Financial Controller will maintain the relevant records and plan for replenishment.
- 8.3 The Financial Controller shall provide quarterly reports to the Board regarding the progress to restore the Reserve Funds.
- 8.4 The Financial Controller shall annually discuss the relevant risk factors associated with the Reserve Funds.