



# BOARD OF DIRECTORS MINUTES

FEBRUARY 6<sup>TH</sup>, 2017

*Held in Suite 1200 of the Brown Building at 3600 McTavish Street in Montreal, Quebec, H3A 0G3*

**Attendance:** Erin Sobat Vice-President (University Affairs), Adam Templer (Member at Large), Igor Sadikov (Member at Large), Ellen Chen (Member at Large), Sean Taylor (Member at Large), Chloe Rourke (Member at Large), Ryan Hughes (General Manager) (non-voting), Kahli-Ann Douglas (Member at Large), Niall Carolan Vice-President (Finance), Jonathan Glustein (Member at Large)

**\*\*\*Note:** Because of the quality of this recording, many of the statements made here are paraphrased or summarized by the Recording Secretary in the transcription.

## Agenda

- 1.0 Call to Order
- 2.0 Adoption of the Agenda
- 3.0 Approval of the Minutes
  - 3.1 Minutes from the 2016-11-24 BoD Meeting;
  - 3.2 Minutes from the 2016-12-11 BoD Meeting;
- 4.0 New Business
  - 4.1 For Approval: Ratification of Decisions Made by the Legislative Council at the January 12, 2017 meeting; **[APPROVED]**
  - 4.2 For Approval: Ratification of Decisions Made by the Legislative Council at the January 26, 2017 meeting; **[APPROVED]**

Erin: So we have two procedural items of business, first two ratifications of decisions made at legislative council made at the January meetings, January 12<sup>th</sup> and 26<sup>th</sup>. Any questions about that?

Sean: The approval of the Board having to report to council, have we been doing that or started doing that? What is the process for that?



Erin: Should this be adopted, moving forward the Board will report to council. Since the board has not met in these last few weeks, there's not a lot of work to report. [Lists the decisions from the two meetings]. Can I have a motion to approve the business from these two meetings?

Motion to approve. This passes.

4.3 For Approval: Ratification of the selection of Alexander Nehrbass as the Chief Electoral Officer made by the Nominating Committee; [APPROVED]

Erin: Our next motion is the ratification of the selection of Alexander Nehrbass as the Chief Electoral Officer, would a member of the nominating committee like to speak to this?

[Director Rourke spoke about the candidates; this section was moved into the confidential minutes.]

This motion is approved.

4.4 For Discussion: Amendments to the Internal Regulations related to the Board;

Erin: So this is a discussion on amendments to the Internal Regulations related to the Board; just for context, this are being proposed specifically to address the lack of regulation of the Board, because after the separation imposed last year, there were no regulations made. At the last legislative council meeting, it was pointing out that this proposal should be brought to the Board for feedback and suggestions. There have been some changes made.

Chloe: I'd like to hear the motivation behind the changes.

Igor: The changes mostly consist of procedural clarifications for the Board, in particularly in terms of its unilateral powers to adopt policy, it needs a referendum. It still retains power to obtain the advice of council, but through this double approval system where an overturned decision can go back to council and then to the Board to be approved immediately. So propose amendments and then send it back.

Niall: Sorry Igor, can you explain that again?

Igor: Basically, if the Board fails to ratify a decision of council, it will refer back to council with a rationale for failing to ratify and with proposed amendments. So the Board should not upend a decision of council and then reply to council without reasoning, so then council can consider it again with the changes.

Niall: But then after that, it would just get approved?



Igor: Well ideally you would go with that final decision of council, approved by the Board in the form in which it is passed in council.

Erin: We're going to meet with lawyers this week to make further changes. If council feels like that isn't enough time to review those changes, they can table it until next meeting. [recording breaks up]

Chloe: Most councils have referred policies to referendum in the past, and have not gone through the GA, so it is possible, so I think that's important to have.

Erin: Which ones?

Chloe: The education policy went to the referendum. It went to the GA, which didn't get quorum, then went to council, who referred it to referendum, and then it was approved via referendum. And then, my other point was just, I feel like this 1.3 and 1.1, it makes sense, I feel like it protects the integrity of both bodies in a sense, in that the Board of Directors should be primarily concerned with the financial, legal and operational matters of the society and because there is so much of an overlap like one motion can impact both things, if it does decide to overturn a resolution from council, it should be for those reasons and it should be have rationale rooted in those reasons, and then council can adjust its position accordingly in response to that.

Adam: I have a question regarding all the GA stuff, did that get added in after?

Erin: Yeah.

Kahli: There's a part adding powers to council that were originally preserved for the GA, no? Like 6.1, 6.2.

Erin: [unheard]

Igor: [Missed most of it] Policies would come to council, that's clarification there, saying that the Board shouldn't adopt policies on its own, it should ratify a decision made by council

Jonathan: [unheard] It should outline a little more the separation of the Board. This comes from above, so I'll just go through them in order, I guess, so that's fine. If you go to 5.3, 5.3 seems to me like it's a point of concern. The Board is supposed to be a fair and impartial body, and the rules of governing often ensue. There is a clear benefit in the separation of power; the Board should not be a political body. What concerns me is that these are political decisions, but everything is political, so would inevitably just get sent to council and then destroys any semblance of separation that the judicial board has. [Cuts off] This also creates the situation where the legislative council can overrule the judicial board on certain decision, which is a clear violation of that separate. The equity policy is another big thing that the j-board is responsible for, which is a concern. Also I see why you would want to limit the power of the Board of Directors, but that just shifts that power over to the legislative council, which doesn't make sense. The



judicial board rulings are clearly stated, and you're not supposed to overturn judicial board decisions unless they are unreasonable. I just don't understand how there's any chance that sending of it to the legislative council wouldn't violate the internal regulations. Another thing, from my understanding, this also violates the corporations' act.

Sean: You're looking at the wrong version, there's an amended one here. Can we make amendments?

Erin: Legislative council can make amendments, you can do it there.

Jonathan: Another thing that concerns me about this, [cut off]

Erin: [blank]

Jonathan: But that's any policy or plan. [cuts off] The council has the power to recommend, not actually establish, but right now the only method is through referendum. There's a difference between recommendations and implementing. My concerns with this is that it leaves to the legislative council prerogative to implement policies and plans, where there could be policies and plans that will be very controversial that could go through legislative council without checking with the student body [cuts off]. It seems to me like this tries to push a lot through without thinking too much about the implications, or having the necessary structures.

Niall: The main thing that I would like to say the timeframe around this seems quite constricted and I'm sure there's a lot of good reasons in terms of council dates, but it seems like all the changes that are being made are being done in a short period of time and I think you could give them a bit more thought.

Kahli: I have two questions, my first question is the motivation as to why the wording was changed from recommend to giving council the ability to adopt, rescind or amend plans? My second point is that when you do give council the power to adopt plans and policies instead of just recommending that, that then going to Board for ratification but in the appendix, the 1.3.1 where the Board can only exercise it's power to overturn resolutions of the council, you're only giving them that power for legal, financial or operational wellbeing, but that doesn't necessarily extend to things of political nature.

Chloe: A couple points in addition; in response to how this is going through, I can only speak to my experience on council for two years, but I wouldn't say that this is atypical in terms of how SSMU governance documents are changed, like I've actually seen why worse, like stuff being sped through at the end of the year where councilors don't have time to read it and then councils are a week between each other. So this is not atypical, and I've seen much larger overhauls that have happened within two weeks or maybe a month, with less consultation. Whether these are good changes to be made is another argument, but it's not atypical. I think all the governance documents should put the power into the student body to overturn any decision of the legislative council, but at the same time, in practice, legislative council is going to make decisions of a political nature on the behalf of the student body, that



is just how democracy works, that's how governance works, that's why they were elected in the first place. But there should always be that option for students to send it to referendum, and that referendum or GA should also supersede council, but in practice there's always been controversial decisions made by council. And then the last thing is that a lot of this is boiling down to the role of the j-board, which has become more complicated as the Board became more of a legitimate body and not just a rubber-stamping body. There are a lot of problems in terms of why that was changed; primarily in my opinion because the council wasn't able or didn't have the time or the capacity to understand these decisions in the legal, operational and financial context, and that's the purpose of the Board. That being said, I don't know what the role of the j-board should be, and I think that my question is what happened to that j-board committee that was supposed to figure that out? To clarify, the j-board is not responsible for the equity policy why that was seen that way.

Jonathan: It's in the policy.

Erin: They're responsible for equity complaints; so, it's implementation.

Chloe: I would contest that statement, because the implementation is the responsibility of the Equity Commissioner and it's in the IRs.

Erin: [cut off]

Chloe: I think at the end of the day, the Board of Directors is also the body that is responsible for making sure that the society is acting within the legalities of its constitution; that's not the j-board's responsibility, that's the Board of Directors responsibility and it has to be, legally, because we're the ones on the hook if we don't act that way. So the Board, in my opinion, has to supersede the j-board, and this change only allows for the Board, if they feel that it's necessary, to consult with the legislative council. So having the Board of Directors make that final call of where that decision should rest, and which body it should rest in, actually makes a lot of sense. I don't object to that specific clause, of having the Board of Directors refer decisions to legislative council if they are of a political nature.

Niall: Does this have to come to council on Thursday?

Igor: It doesn't have to, we would prefer that.

Niall: The purpose of this is so that the Board of Directors is on the same page as council, or do we have to approve anything?

Igor: This is just for consultation. [Can't hear] We'll probably make an amendment so certain clauses. This clause is basically to allow the Board to defer a decision; that said, it doesn't necessarily have to be done this way, they could ratify a decision and then mandate council to implement it, for example, [cut off]. So this change is to reflect the problem that we have faced, and presents an attempt to resolve the



procedural loop. That said, I understand that the majority is there to maintain the integrity of the j-board, but I think this still maintains that while it helps close that procedural issue. [Can't hear]. Regarding point 6.1, given the power of the adoption of resolutions by council, this just more closely reflects what already occurs but doesn't change anything. In terms of 1.3.1, [can't hear].

Erin: Any other concerns that people would like to raise? I'll be quick, I think Chloe's point is really good, as the role of the Board within SSMU is a balancing act between its commitment to the membership and the legal role in the corporation. [Can't hear]. Keeping in mind that the Board would not be expected to defer something that would refer to legislative council, if that makes sense? This is not meant to empower the Board or council, but to empower the function of democracy [cuts off] | that is has worked in practice that the legislative council adopt policies.

Jonathan: [Can't hear] [Points out that legislative council is defined as an advisory body in regards to policies and plans]. Another question I have, has the j-board been consulted on this?

Igor: No.

Jonathan: Okay, I would like the j-board to be consulted, considering that it affects them.

Ryan: I'm worried about money, so I need to know what I'm sending to the lawyers.

Erin: I think yes, [cuts off].

Ryan: Igor, can you get me the editable doc version of this, with the tracked changes? They have to be spoon-fed this shit. The quicker you can get that, the better it will be.

Ellen: [can't hear] Suggests to make by-law changes, instead changes of internal regulation.

Erin: [responds]

Ellen: 6.1 is an example of a change to the Board of Director powers. I'm not saying that this is a violation to the Corporations act, but this is a change to the Board of Directors and should maybe be a by-law change. [Back and forth between Erin; can't hear]. Changing the 4/5 majority to a simple majority, I don't know that I'm comfortable with that. Discussing this point of procedures, and we saw an example of potential procedural problem, but we haven't really had the chance to bring up other solutions.

Adam: Is legislative council adopts a resolution, and Board of Directors finds something inherently problematic about this decision and then they send it back to council to review, but in the interim [cuts off]

Igor: It must be ratified or sent back.



Erin: Very rarely in the past as the Board overturned the decisions of council.

Igor: [can't hear]

Ellen: This is granting them legal power, in writing.

Erin: [can't hear].

Kahli: Erin fixed this in an amendment that I'm going to be bringing forward at council if no one else does, that it will take immediate effect upon ratification, instead of subsequent ratification.

Erin [can't hear].

Ellen: I don't think it's a concern about the liability.

Igor [something about difference in practice]

Chloe: I think this could be fixed in future years by saying the Board of Director meetings are going to be on Friday mornings and if you want to be a Director, you should agree to meet biweekly on Friday mornings. We set legislative council meetings, so we should set Board of Directors meetings, I don't see any issue with that. I also have a question, just in terms of what we mean by policies. I know there were some policies and committees that were now deemed Board committees, I don't know if there was a policy associated with that, but I think it would make sense for the Board of Directors to have some oversight on SSMU policies that are not the same policies – for example, an HR policy, are those currently being treated as internal, unofficial SSMU policies?

Erin: [can't hear]

Jonathan: [Defines policies by section 4.1]

Chloe: I don't know if this is relevant to the conversation at hand, but there are internal policies that apply to employees of SSMU, that I imagine the Board of Directors having more oversight over, like HR practices and policies, and holding the SSMU executive and staff accountable to those policies and having more clarity on that, because there has been issues in the past, and that's a consideration for the future of the Board and its role. Because HR matters in depth financial moderators are beyond the scope of council; council cannot mediate the political issues while also have expertise, the time, the capacity to effectively do those other things.

Niall: [can't hear, something about Corporations Act].



Ryan: The general manager will take the document with the amendments highlighted here, and take the discussions based on the Board into the areas where they need to take a look at, based on the Board structure and the IRs. They'll take it into context with the other governing documents.

Erin: [can't hear].

Ryan: They may chose to have a formal conversation to expedite things, but I can't guarantee when I'm going to get this back. The more changes that are made, the longer it will take.

Niall: So what do we do at council if legal recommendations have not been made?

Erin: [can't hear].

Adam: What happens if legislative council agrees to this and Board of Directors doesn't?

Ryan: Board of Directors has to act in the best interest of the corporation, not the society. You're covered by Director's insurance, but if you knowingly engage in illegal activity or adopt something that you know would have impact on the corporation, there is no guarantee that you would be covered by Director's insurance and you individually can be sued. It's just out there.

Igor: [Can't hear].

## 5.0 Confidential Session

## 6.0 Adjournment

A handwritten signature in blue ink that reads 'Muna Tojiboeva'.

Muna Tojiboeva, President

2017 - 08 - 09