



Board of Directors

Tel: (514) 398-6801 | Fax: (514) 398-7490 | president@ssmu.ca

3600 McTavish St., Suite 1200, Montréal, QC, H3A 0G3

Located on Haudenosaunee and Anishinaabe, traditional territories

BOARD OF DIRECTORS MINUTES

Sunday, October 15th, 2017

Held in Suite 1200 of the University Center at 3600 McTavish Street in Montreal, Quebec, H3A 0G3

Attendance: Munawwar Tojiboeva (President), Maya Koparkar (Vice-President Internal), Jemark Earle (Vice-President Student Life), Jonathan Glustein (Member at Large), Simon Shubbar (Member at Large), Isabella Anderson (Member at Large), Noah Lew (Member at Large), Dany Morcos (Member at Large), Sophie Schaffer-Wood (Member at Large), Alexander Scheffel (Member at Large), Ryan Hughes (General Manager) (non-voting), Michal Chernov (GM Assistant, non-voting)

Regrets: Arisha Khan (Vice-President Finance), Ellen Chen (Member at Large).

AGENDA

1. Call to Order: **19:06**
2. Adoption of the Agenda – **ADOPTED;**
3. Approval of Legislative Council Resolutions – **APPROVED;**

Councilor Anderson asks the President if the SPF people are aware of how it works for the referendum question. The president explains that yes, they are aware.

Director Morcos asks if the Nominating Committee will be interviewing the members-at-large this week. Director Glustein replies that indeed it will be done this week.

The approval of the Committees Allocations for councilors cannot be approved as two names have to be removed from the list; the Steering Committee and Financial Ethics Review committee as these councilors resigned, explains the President.

All Legislative Council resolutions are passed and approved.

4. Approval of Board of Directors minutes;



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- a. 2017-08-13 – **APPROVED;**
- b. 2017-09-24 – **APPROVED;**

5. Update on the HVAC project;

The GM held the building closure info session on Thursday with the Deputy office with McGill staff as well, last Thursday. It was live-streamed by TVM and many questions have been answered. It seemed to go well. There will be meetings scheduled this week with individual groups. Also, the website with the information will be beginning this week. Director Lew asks what the turnout was, the GM replies there was about 50 people. Director Anderson asks if there will be another info session, the GM confirms that there will be one in November.

6. Appointment of International Student Representative Archana Lokesh – **TABLED;**

Discussion ensued.

7. Confidential session;

- a. Motion to suspend the VP Finance from all meetings of Board of Directors effective immediately (October 15th) until November 1st 2017 – **APPROVED;**

There were two leaks in question, one from VP Internal one from VP Finance. First, the GM has conducted investigative interview with VP Internal and what the GM believes has happened is that the VP Student Life's email and Clubs Commissioner e-mails were intertwined and were used as one and were forward to one another. The GM believes that this was purely an error. The current Clubs Commissioner is Dushan Tripp.

The GM has interviewed Mr. Trip, showed his e-mails. Mr. Trip was receiving all the e-mails of VP Student Life, which included that particular e-mail. This has been corrected. Director Glustein asks if Mr. Trip was receiving Executive correspondences on his Clubs Commissioner e-mail, the GM confirms that is correct. Director Shubbar asks how this was happening. The GM explains that all this was a big confusion because we didn't have a Clubs Commissioner so everything was forwarded to one e-mail. So, the GM believes that this was all a big mistake and that the VP Internal did not intentionally leak any information, but rather it was a technological mistake. The GM confirms that the accounts were de-linked on the 24th of September.

For the investigation of VP Finance, the GM found out that she is not the only one who has access to her e-mail account. The current VP University Affairs has a proxy e-mail to that account since



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this summer and has been composing e-mails for VP Finance. The current VP University Affairs sometimes logs on to organize VP Finance's emails and would sometimes draft e-mail replies for VP Finance to use at her convenience. The Directors are shocked and surprised by this as they believe that this is an extreme breach of privacy between the two Executives. The GM explains that anybody can set up a proxy account and he cannot police that. The GM explains that he can set up a proxy account for himself to have the GM administrative assistant have access to it as well. Director Schaffer-Wood asks the GM why the VP Finance did not mention that her account was linked to another one initially? Director Lew states that she should've mentioned that during the initial questioning. The GM explains that VP Finance brought that up the second time in a separate investigation about the VP University Affairs and the proxy account situation, but not during the first time that VP Finance was asked the questions. VP Finance stated to the GM that during September 23rd, she was in the office with Dorothy, VP Internal, and Sibat and Christa were there, who are two employees of the VP Finance. When asked if VP Finance forwarded any information to a third party, VP Finance replied during the interview that she didn't realize that she did, but she admitted to sending the information to Ms. Dorothy Apedaile. Director Lew asks how can one not realize that they are sending information out? The GM explains that VP Finance stated that she was in a distressed situation and that Ms. Apedaile acted more like a therapist and a confidant due to her mental health resources from the SSMU, rather than a friend. Director Schaffer-Wood explains that this doesn't justify the breach of confidentiality. Director Anderson also states that VP Finance could've sent an e-mail explaining the situation, rather than forward the entire chain. The GM explains that from what he understood from VP Finance is that there was a conversation the morning of, and that she had forwarded that e-mail as context.

Director Lew asks the GM if Ms. Apedaile is the same person that the VP Finance was seen texting during the Board meeting of the BDS decision and that immediately after that she met up with her, which to him seems all very sketchy. The GM did meet with Dorothy and she did admit to receiving that e-mail and explained that her relationship with VP Finance is that they are very good friends and that her presence at the Board of Directors meeting of September 24th, 2017 was to support the VP Finance and that during that meeting, that was VP Finance stating her emotional state to Dorothy as a form of support. Director Lew states that usually when he asks his friends for support, he doesn't forward them confidential information. Director Anderson asks if the GM if he asked Dorothy if he had any connection to the Tribune article, which is where all that information ended up. The GM explains that Dorothy stated that she read it and that she did not pass on the information. Director Lew asks if Dorothy received it on her SSMU e-mail or it was a private one? The GM states that it was on her personal e-mail. Director Lew states that there is then no way to verify then if it was sent to her personal e-mail. The GM explains that the



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email thread between the Executives was initiated by VP Internal discussing the matter of the Constitution and then was forwarded to an outside party, which is Dorothy. Director Morcos asks the GM if he is sure that the e-mail hasn't been forwarded to any other e-mails? The GM explains that he is not sure anymore because now he found out that the VP Finance has a proxy e-mail which is used by the VP University Affairs, as stated above. The GM only has access to business accounts, not personal accounts. Director Lew questions what the timeline was of sending that e-mail thread to the link between the Tribune article being released. The GM replies that VP Finance sent the e-mail to Dorothy at approximately 9:23AM of the morning of the Tribune article being released. Director Anderson states that she is unsure whether the Tribune could write this type of article in an hour and get it published that quickly. Director Anderson also asks the GM if the Clubs Commissioner's received forwarded e-mails of the VP Student were unread on his mailbox, and the GM replies that has been confirmed. However, anybody can mark an e-mail as unread after it's been opened so there is no way to verify that. The e-mails were all grouped together on the Clubs Commissioner's mailbox. Director Glustein says that regardless of the purpose of the e-mail, it was still a breach of confidentiality because it was sent outside of the Society, for whatever purposes the VP Finance could've stated. Director Lew also mentions that it's a breach of the Non-Disclosure Agreement.

Director Scheffel asks the GM how the answer of the proxy e-mail came up in the investigation? The GM replies that he asked VP Finance if anybody else had access to her account, and she told him that VP University Affairs has a proxy account to her e-mail. There's a number of reasons why someone could have a proxy e-mail account.

For instance, if McGill Administration is asking about a specific project that they are waiting on from one of the Executives, and we need to verify whether or not the work is actually being done by the Executive in question or not. The GM explains that as a proxy, you can act as that individual. But this seemed to be more of housekeeping according to the GM. So that is the state of that investigation and there is nowhere else to go unless we start breaching privacy here. Director Anderson asks if we can cut off the proxy e-mail situation because it makes her uncomfortable that other Executives have access to others' emails. The GM explains that what this case has helped us identify is that there are issues in the way we do things and the SSMU HR Manager will now be looking at the employee manual guide doesn't mention a specific email communication section which is now being worked on. Even if the GM were to shut down the proxy accounts, they could be brought back up again. But if it's in the employee manual, it will be official and there won't be a grey area anymore. So, once an individual starts working for the SSMU, all material and work that is being done will be SSMU property. Director Morcos suggests



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if the GM could send an e-mail to all the Executives to shut down all their proxy accounts? The GM explains that the proxies are still somewhat useful because the President (in the past years) could sometimes get access to a proxy account to verify what work is being done or not. Director Scheffel explains that the problem with this is that VP Finance or VP University Affairs could be blaming each other for the forwarding of the e-mail, so we could never prove who it was because it could've been the proxy. However, the GM reminds that the VP University Affairs is not the one being investigated. The GM explains that VP Finance never came forward the first time, only the second time. Director Lew explains that VP Finance broke confidentiality and broke her NDA and the previous relationship she had with the person she sent it to. There's a lot of evidence right now that seems very damning. The GM asks the Directors what they would like to do. The Board has the power to remove responsibility or remove the Office from the corporation completely. Director Lew thinks that removal from office is a bit too extreme but something needs to be done that will send a sign that will explain that you cannot get away with breaking an NDA. The GM explains that we never issued a warning to an Executive in a formal work setting. Director Morcos explains that an HR warning would be a formal warning that is necessary for this time being, stating that he doesn't know who else would be able to take care of it?

Director Glustein asks how many VP Finance's duties are confidential. The GM explains that most of the duties are confidential, except for public audit forms, etc. Director Glustein would be interested to see what other corporations do when things like this occur there, such as a breach of confidentiality, so that is what the Board should focus on.

Director Lew reminds the Board that it's very unworthy that VP Finance lied about the whole situation instead of coming forward with it. Director Shubbar states that if there's mental health issues, there's resources in place, such as HR, the GM, rather than willingly send out information. Director Glustein states that even under duress, it doesn't excuse to reject a legal responsibility. Director Lew reminds the Board there are so many times during Board meetings where the GM was discussing this matter and there's so many times that the VP Finance could've stepped forward instead of trying to cover it up and going through the whole process and spending time and money on this. Director Glustein states that if she thought that this was the right thing to do due to her duress, she would've admitted that and recognized it from the beginning instead of trying to hide it. The Directors discuss what the options are of moving forward with this. Director Shubbar suggests for her not to seat on Confidential Sessions during Board of Director meetings. Director Morcos suggests just letting her sit in on financial matters during Confidential Session? Director Shubbar thinks we shouldn't just leave it as is, and that we need to show that there are consequences for these actions. Director Lew asks what other confidential issues that she could



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be banned from? Director Anderson would be more comfortable to suspending her membership from several meetings from the Board or subjecting her e-mails to weekly checks and put her under surveillance. The e-mail surveillance doesn't seem like it would be too effective as it has already been done, so the Directors agree that suspension would be more appropriate.

The President, VP Internal and VP Student Life are asked to come back into the room for voting procedure.

Director Anderson explains that the Board has brought up a number of actions and that suspension seems to be the lesser of many options suggested. She asks for any thoughts or input from the Executive members; none is given.

The motion for approval is to suspend the VP Finance from all meetings of Board of Directors effective immediately (October 15th) until November 1st 2017.

Voting begins on the approval of this motion.

For: Director Schaffer-Wood, Director Morcos, Director Shubbar, Director Lew, Director Scheffel and Director Glustein.

Abstaining: Director Anderson, VP Student Life, the President and VP Internal.

6 -4; this motion **passes.**

8. Adjournment: **21:03.**

Next Board meeting: Sunday, October 22nd, from 19:00-20:00 in the SSMU Boardroom


Muna Tojiboeva, President


Michal Chernov, GM Assistant

2017-10-30