



**Minutes – Public - Board of Directors**

October 11, 2016

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

**Attendance:** Ben Ger (President), Niall Carolan Vice-President (Finance), Erin Sobat Vice-President (University Affairs), Lexi Michaud (Member at Large), Ryan Hughes (General Manager [non-voting]), Chelsea Kingzett (Member at Large), Sean Taylor (Member at Large), Kahli-Ann Douglas (Member at Large), Zacheriah Loeb-Houston (Member at Large).

**Regrets:** Sacha Magder Vice-President (Operations), Sebastian Morales (Member at Large), Adam Templer (Member at Large), Dushan Tripp (Member at Large).

**Agenda**

1.0 Call to Order: 02:45 PM

2.0 Adoption of the Agenda; **ADOPTED.**

- Niall Carolan motion to adopt, Kahli-Ann Douglas seconded.

3.0 Approval of the Minutes; **ADOPTED.**

- Niall Carolan motion to adopt, Sean Taylor seconded.

4.0 New Business

4.1 For Discussion: 60k for Website Redesign;

Ben Ger: basically we can't afford this, but it is still possible so we wanted to see if anyone had any questions on it. None?

[Voice 1]: So it would be a CERF expense?

Ben Ger: it would be a CERF expense so we could technically pull \$60 000 from CERF but it would be a big expense so we'll try to not do things with CERF.

[Voice 1]: with a target cap of \$100 000? [Inaudible]

Erin Sobat: there is the possibility of splitting it over two fiscal years, which is not the responsibility?

[Voice 2]: is it literally all or nothing? Is there a reason?

Ryan Hughes: we are in the middle of financial statements right now, after that we will look at CERF allocation.

Ben Ger: any other questions? Awesome.

4.2 For Discussion: Conflict of Interest Policy;

Ben Ger: we sent it to legal and got back high-level comments so besides that nothing really else except we got the comments back and there were some concerns just like with the phrases, they requested that some things go back to the original phrasing so it's more expansive and some things should be redirected. They were kind of confused as to why we



have a conflict of interest policy because there are legal things already outlined in the corporations act. It's kind of become a procedural thing, these are the steps to take, and outlining how conflict of interest could work. Any questions?

*This section of the minutes have been redacted/removed because the content included information of a proprietary and financial nature.*

4.3 For Approval: Ratification of Decisions Made by the Legislative Council on Thursday September 15<sup>th</sup> and 29<sup>th</sup>, 2016;

Ben Ger: the first Council no, there wasn't... Well we did remove the accountability policy. So there was that one. But does anyone have any other questions?

Ryan Hughes: I do have a question. With regards to the nominating committee, whose the chair on that?

Ben Ger: the Parliamentarian.

Ryan Hughes: the Parliamentarian. Is that functional now? So is the Board going to make the decisions of the Nominating Committee?

Ben Ger: applications did go out, so if there are people who want to fill the members-at-large seats, this is how they do it.

Ryan Hughes: [inaudible]

Zachariah Loeb-Houston: what was done to the committee terms of reference? Anything significant?

Ben Ger: minor changes really, there were no decisions made in the second Council. Oh wait, there was

Erin Sobat: [inaudible]

Ben Ger: we also put back the Library Improvement Fund Committee because that had somehow fallen out. So it exists again. There were minor things about the Parliamentarian and the Speaker. Cool. Any further questions?

Sean Taylor motion to approve, seconded by Niall Carolan.

**Approved.**

4.4 For Approval: Creation of the Ad-Hoc Judicial Board Review Committee;

Ben Ger: so J Board. So it's just a motion to approve the Ad-Hoc Judicial Board Review Committee. Do people have any questions?



Zacheriah Loeb-Houston: did councilors hear that there are no councilors on it?

[Inaudible]

Ben Ger: do people have, are people alright with it?

Niall Carolan motion to approve, Erin Sobat Sobat seconded.

**Approved.**

#### 4.5 Committee Allocations.

Ben Ger: we only have a month left but there's still a lot to do with these committees. Does anyone have any particular interest? Sean?

Sean: BomCom. Or would this count as a conflict of interest because I work at Gerts?

Ben Ger: I would say no.

[Voice 4]: can we get a description of the responsibilities we have while being on these committees?

Ben Ger: sure.

[Voice 4]: or just an understanding of what the commitment is?

Ben Ger: sure.

[...]

Ben Ger: so the big thing that's happening is the redistribution of the Space Fee.

[Voice 4]: are there already ideas floating?

Ben Ger: you can suggest ideas. There's room to definitely add.

[Voice 4]: and how often do you meet?

Ben Ger: once every two weeks.

Erin Sobat: and the time's been set.

[Voice 4]: where is it?

Erin Sobat: [inaudible]

Zacheriah Loeb-Houston: have you guys been using [space] for operations or not really?



Ben Ger: no, it's definitely a mix. Some of the stuff we've been doing are like a contract study for stuff in the building, so not really operational stuff but yeah. Everything on the massive space fee. So Sean wants on that. Kahli you want to add yourself?

Kahli: yeah the [inaudible].

[Voice 4]: I can potentially do BomCom but I'm also looking for jobs right now and I don't know if I can attend those meetings.

Zachariah Loeb-Houston: the thing about BomCom is that it will always meet during the day.

[Voice 5]: I'm leaving next month so...

Ben Ger: well everyone is off next month.

[Voice 5]: well I was on BomCom for two years so I'd gladly do it again if it's just a semester that's fine.

Zachariah Loeb-Houston: I have no preference, just put me places that other people don't want. I have daytime availabilities.

Ben Ger: yeah Adam wanted to sit on BomCom so I'll brief him on that.

[Voice 4]: do you think you could describe the responsibilities?

Zachariah Loeb-Houston: Finance Committee is a new-old committee. It didn't exist during the year before me, and then it existed at BOG during my year but no one wanted to sit on it.

Erin Sobat: now everybody wants to sit on it.

Ben Ger: two straight pages were filled up the front and the back. It just helps with budget from what I remember. Doesn't it basically just help with what the VP Finance needs?

Zachariah Loeb-Houston: I can think of a bunch of stuff that I could have given to my Finance Committee, but that wouldn't necessarily occur during Niall's year. It was these financial issues which came up, this department isn't doing well. That's what the other execs wanted was the chance to have someone besides just me making decisions when there were disagreements about money. It's not strict, it was intended to be advisory.

Ben Ger: cool. Does anyone have any interest?

Zachariah Loeb-Houston: do you want to take seats from other people?

Ben Ger: does anyone have interest besides Kahli, any particular interest?

[Voice 6]: are there any minutes?

Ben Ger: Erin Sobat, do you have complaints?



[...]

Ben Ger: anyone else?

Zacheriah Loeb-Houston: you can put me, but I'm also an employee.

Ben Ger: anyone who isn't on this list interested? Lexi's already on nominating. Would anyone else want to join Lexi on nominating?

[Voice 7]: this committee will review applications of people applying to the Board, right?

Ben Ger: yeah, the Judicial Board.

[Voice 7]: so then should it be people who aren't reapplying to Board?

Ben Ger: see that's the thing, we changed the nominating committee but we don't have a new board member so basically the nominating committee is made up of its own members.

[Voice 7]: so if we're picking people to be on it, should we choose people who won't be running in November?

Ben Ger: oh, I see what you're saying.

[Voice 7]: so people don't have to recuse themselves.

[Voice 5]: like me.

[Voice 4]: is there a limit for how many terms you can sit? What's the application process for people? Answer some questions or CV, cover letter type stuff?

Ben Ger: CV, cover letter type stuff.

[Voice 4]: is it just based on experience.

Ben Ger: it would be the nominating committee who does the interviews.

[Voice 4]: and that would have to be before?

Ben Ger: before November. So a month, a little more.

Ryan Hughes: it will also have to be asked whether they're Canadian citizens, whether they've ever been bankrupt, whether they've had a criminal record.

[Voice 4]: my issue is that I'd like to help but I might not be around much. So if I can host interviews, or help with any of that. Yes. Like I just couldn't be around to help with interviews. And then I could just submit by feedback remotely.

Ben Ger: that seems fine to me. You were basically nominated for that.



Ryan Hughes: can I be on that? Based on what we'll be discussing in the confidential session I want to make sure all the questions are asked.

Ben Ger: I see what you're saying.

Ryan Hughes: or could I create a form online that they would have to fill out?

Ben Ger: they already did that.

Ryan Hughes: but something more robust.

Ben Ger: we could change that.

Zacheriah Loeb-Houston: you're talking about editing the form for people who want to be directors?

Ben Ger: we could add a form to it. We could edit it or add.

Ryan Hughes: so you're saying this would be a disclaimer, not something that they need to fill out.

Ben Ger: yeah basically it's a job description. As of right now, we could totally add stuff to this for sure.

Ryan Hughes: I think that would be wise.

Ben Ger: cool.

[Voice 4]: so there are other members besides three directors?

Ben Ger: yeah, like members at large and theoretically there shouldn't be anyone at this table right now but we're functioning without one.

Erin Sobat: can you pull up the Committee Terms of Reference?

Ben Ger: sure.

[Voice 4]: I don't think I'd be the best to sit on this. If it's saying after the interviews you have to use your best judgment and ratify it, it's just like I'm not going to be there for the interviews.

Ben Ger: well we need someone. Hey [inaudible]. And J Board, it's going to be fun, I can't put my name down there.

[inaudible]

Ben Ger: probably once every two weeks.

[Voice 1]: is there a deadline for when they're going to be putting together their recommendation.



Ben Ger: no, there isn't a hard deadline but by the end of the year was what we'd be aiming for.

[Voice 1]: before the end of the calendar year or the school year?

Ben Ger: the school year, before the last month.

[Voice 1]: does it have a meeting time?

Ben Ger: [inaudible], you're interested?

[Voice 1]: yes.

Ben Ger: yes. Anyone else? Kahli?

Kahli: I can't sit on there.

Ben Ger: Zach?

Zach: sure.

Ben Ger: if no one else wants to sit on Finance it's cool, you'll do lots of things. I guess we'll send out emails.

5.0 Confidential Session

6.0 Adjournment: 05:02 PM

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Muna Tojiboeva, President