



BOARD OF DIRECTORS MINUTES

SUNDAY, SEPTEMBER 24, 2017

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

Attendance: Munavvar Tojiboeva (President), Maya Koparkar (Vice-President Internal), Arisha Khan (Vice-President Finance), 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), Ellen Chen (Member at Large), Sophie Schaffer-Wood (Member at Large), Nikolas Dolmat (Member at Large), Alexander Scheffel (Member at Large), Ryan Hughes (General Manager) (non-voting), Michal Chernov (GM Administrative Assistant, non-voting)

Regrets: **N/A**

AGENDA

1. Call to Order: 19:07
2. Adoption of the Agenda – ADOPTED;

Motion to adopt the agenda by the President. There are no objections; this motion is adopted.

3. Approval of the Minutes 2017-09-17 – APPROVED;

Motion to add this item into the agenda by the President. Motion to approve the minutes moved by the President. There are no objections, this motion is approved.

Director Glustein questions why the DCM presentator wasn't available to come into the meeting today to present for the Board. VP Finance explains that she had been working on this project and she had been in contact with Vadim and this project has been on-going and VP Finance is working to launch this project for the winter semester, so it's not a priority for the time being. Director Glustein also points out that the Board should be more involved in the financial aspect of SSMU and he feels that the Board should hear about these things in order to ratify for this. VP Finance explains that Director Glustein was invited to attend the Legislative Council meeting about the DCM project to learn more about this project. Director Glustein explains that he



would've liked to have this contact of DCM to attend a few Board meetings to clarify any questions from Directors. Director Glustein also points out that three Directors had e-mailed the President and VP Finance that they wanted to have Vadim (DCM point of contact) at the meeting to discuss this project. VP Finance replies that she explained why Vadim was not able to make it to this meeting and that she addressed this in the e-mails that were sent out to the Board.

4. Approval of Isaac Levy for Deputy Electoral Officer - APPROVED;

Motion to approve this is moved by the President. There are no objections; this motion is approved.

5. Approval of Legislative Council Resolutions – APPROVED;

Motion to approve these is by the President. There are no objections; this motion is approved.

6. Discussion of Board composition and constitutional issues;

Motion to add this item into the agenda by VP Finance. VP Finance explains that there's been a lot of discussion about the composition of the Board of Directors. The Constitution states that there should be: 4 Members at Large, 4 Executives, 4 Legislative Council members that are elected by the Legislative Council. We currently have 9 Members at Large and 3 Executives on the Board. Director Glustein explains that in the Constitution, we have a lot of contradictions. In the Constitution, Article 6.2, Director Glustein points out that it states that there "shall" be 12 Directors. The following passage explains there needs to be 4, 4 and 4. Director Glustein explains that it is impossible to have all of these be consistent with the Constitution at all times as there are many resignations and removals of Directors at all times. Director Glustein "it is impossible to maintain all directors with the regulations of the Constitution by November". Quebec Companies act read by VP Finance, as she replies to Director Glustein. The summer appointments that are usually made are appointed so that we could meet quorum, which is 7 directors, so that Legislative Council could choose the other directors when the first Council meeting occurs. VP Finance explains that as a Board we have failed to represent SSMU properly and to get into line with the Constitution, and explains that this might cause us to breach our MoA with McGill? Director Chen explains that some of the Directors are not elected and that we also need to follow Elections' guidelines. Director Chen also points out that she agrees that we should have four Executives seat on the Board. Director Chen also suggests for the Executives to bring this up to the Legislative Council meeting that will be next week. Director Glustein explains again that it says in our Constitution that we should have 12 Directors. As well, Director Glustein



explains that if we would've kept the quorum of 7 members during the summer, it would be very risky as if something happens to that Director, it would put the SSMU in jeopardy as a corporation. President also explains that if we go below 7 Directors, the Board would not be functional and wouldn't work if anything happened to quorum. Director Glustein explains that he doesn't understand why VP Finance is focusing on this specific small issue when we should be focusing on other items of constitutional issue. When Legislative Council started in September, 4 members should've been chosen by then. VP Finance explains that the Chair of the Board shouldn't have appointed 4 Members at Large and we should've appointed elected position. VP Finance questions whether we are appointing people for convenience or in order to serve the corporation? VP Internal explains that she will be bringing the motion to nominate another member of the Executives to the Board. Director Chen explains that the quorum is the number of people that we need to pass a vote so we would need more than a minimum of Directors to be present at the time of voting. Director Dolmat quotes the SSMU mission philosophy. VP Internal explains that in terms of nominating Council members to the Board, if that individual were to be elected, a Director that has been here for 2-3 meetings would have to be essentially replaced. Director Morcos questions why this issue of corruption and wrongly conducted interviews has been raised by VP Finance. VP Finance explains to Director Morcos and to the Board that there's not enough transparency that goes on during the interview process for Members at Large while they are elected. Director Shubbar explains that as he seats on the Nominating Committee that conducts the interviews for Board of Directors candidates, he points out that it is evident that all the answers are recorded and the answers of candidates are presented to the Board in verbatim. Director Chen explains that there's no conspiracy to fill empty seats in the Board by non-elected individuals, it's simply that Directors are students and they graduate in May so these seats need to be filled until election time, which is in November, as stated in each Director's contract when they are chosen for this position. Director Lew also talks about accountability, saying that the Board serves as a check on the Executives of SSMU. Director Glustein also points out that he would like to have a speaking list during this meeting instead of going back and forth about answers. Director Glustein explains that he doesn't think that it was politically motivated to have 12 Directors on the Board. Also, replying to VP Finance about interview guides, Director Glustein explains that these are not allowed to be released to the public because it's a breach of confidentiality. Director Glustein explains that he is surprised that the topic of violation of the Constitution is coming up now all of the sudden. VP Finance asks if we could have the GM to speak about this issue of the violation of the Constitution. Director Anderson explains that there will be room for Legislative Council members to be elected when the term is up for the current Directors which will be in November. Director Glustein argues that there hasn't been any



violation of the Constitution since June 1st about any decisions have been made. Director Dolmat points out that we have to keep functioning as a Board. VP Finance explains that she takes a role in this as well as everyone on the Board has to be responsible for this, instead of arguing about what is true or untrue. Director Glustein replies back to VP Finance that she should not be referring to popular opinion of the student body or a Facebook post that had been posted online. Director Glustein explains that VP Finance shouldn't be looking at the interest of popular opinion of students but rather look at this as a legal matter. Director Chen would like to remind the Board that it's important to be very careful when stating that the Board Directors are in breach of their fiduciary duty because that is a very serious accusation. VP Finance explains that what she is speaking of had been consulted by the Legal Team and the GM could vouch to that. VP Finance asks Director Glustein who elected him. Director Glustein explains that he was elected by the GA and then he was ratified and then elected again on the electronic ballot. VP Finance replies back to him that she does not believe that it is a legitimate election.

GM speaks about this issue that was brought to him in the beginning of the week. What triggered it was the 9th director's e-mail, even though we only have emails for 8 Directors. GM explains that he consulted the Legal team about this. Usually in these cases, lawyers or legal counsel can give us legal interpretation of the Constitution. All the articles have been reviewed in detail and we did find the Constitution as it pertains to the appointments is constitutional. But when it came to the Executives, they have to be appointed by Legislative Council for the fourth Executive to be elected to the Board. This is why VP Internal is putting this motion forward to Legislative Council to get this done. GM explains that the Constitution is very complicated; but when there's an issue that is discovered, it needs to be reported and fixed. VP Finance asks the Board Directors how they would like to move forward with this. GM explains that he made a recommendation today that the whole articles dealing with the Board must be reviewed first. GM suggests reviewing every amendment or any by-laws to be seen by the Legal team first.

Director Glustein agrees with GM about all his points as stated above. Director Glustein also explains that the issue at hand is that VP Finance is arguing against all the decisions that have been made by the Board to make it seem unconstitutional. Director Chen explains that moving forward, there's no conspiracy and no friends that have been appointed to the Board and the motion to elect a new Director will be put forward at Legislative Council so we can slowly start moving on from this discussion as it has been somewhat resolved for the time being. VP Internal explains to Director Glustein that she believes that VP Finance didn't state that the decisions have been made by the Board are unconstitutional. Director Glustein asks for a point of clarification from VP Finance about what she did really mean when she stated that the Board is



being unconstitutional. VP Finance explains that it's not the Board versus her and that the GM explained what are the violations and issues at hand. Director Dolmat suggests moving forward from this, agreeing with Director Chen and Koparkar that the best course of action is to put a motion forward to Legislative Council and that this discussion could come to a slow end.

The GM suggests that each Director could be ratified through a ballot individually. The President agrees with making this a discussion in the near future. VP Internal explains that there are things that need to be resolved and reviewed in our Constitution. Director Dolmat proposes that if we need to remove a Director from the Board, he would be willing to resign from his position for the spot that needs to be filled by a new member, which would be the fourth Executive.

Legislative Council will meet Thursday, September 28, 2017 to resolve this situation. Director Anderson explains that there are 3 members whose terms will end on November 14, so the new Directors would be in effect in their position on November 15. Director Glustein points out that 9 Directors will actually have their term be done in November 14 so technically 9 seats will have to be filled. Director Chen explains that it's not fair to ask Directors to resign from their position because it's an awkward period of time where new directors are coming in and old directors are going out. Director Lew agrees with Director Chen about having a committee to look over at this. Director Glustein still stresses that the composition of the Board is completely constitutional as it is right now. Director Lew explains that it's important to recognize the judicial branch of SSMU that are there to review the Constitution. Director Shubbar asks the GM to explain the issue with the issues of "grey area" and "constitutional". GM explains that it is not Judicial Board that reviews things that are outside of SSMU. VP Internal explains that we should also work on the communication that goes out to the outside about things that go on in Board. VP Finance agrees with VP Internal that Directors shouldn't answer on behalf of the Board, to the press nor on Social Media networks, but rather refrain themselves from answering altogether. GM fully agrees with VP Finance on this. Director Glustein replies to VP Finance that he doesn't appreciate the personal attacks from VP Finance about the Facebook post that he commented on stating "as a member of the Board", rather than claiming that he is representing the Board as a whole. VP Finance replies back that one of the Board members sent in an email to a Jewish organization website about the Board decision of September 17th, 2017. Director Lew doesn't feel that anything that happens during public session should be hidden from the public. Director Glustein also explains to VP Finance that his Facebook post on the Tribune's article stating that he is speaking for himself, rather than replying from the Board as a whole. Director Glustein also points out that the Board should make statements altogether rather than a Board member going to the press, such as the Tribune, and giving them a personal interpretation instead of facts for



Board of Directors

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news, as it happened with the Tribune article. Director Dolmat explains that moving forward from this, a decision will be made by the Legislative Council on Thursday. Director Lew suggests that moving forward from this, we shouldn't be attacking Directors on the Board but rather improving communication between members and going further as a team so that all statements are fair and true. Director Shubbar asks for some clarification of why some things mentioned in the Tribune's article weren't brought up during Board meeting of September 17. The President explains that these things have been brought up in an Executive Committee meeting, and was not information that was available during public session. VP Finance explains that the information that had been leaked to the Tribune was discussed with the Executives and the GM prior to this leaking. Director Shubbar explains that he wasn't aware of why the Board wasn't made aware of this situation and doesn't feel that it was right to hide this issue from the Board.

Public session is adjourned and the Board moves into a confidential session.

- 7. Confidential session;
- 8. Adjournment: **22:05.**

Next Board meeting: Sunday, October 1st, from 19:00-20:00 in the SSMU Boardroom

Muna Tojiboeva, President

2017-10-16

Michal Chernov, GM Assistant