



# SSMU BOARD OF DIRECTORS PUBLIC MINUTES

October 21, 2021

The Board of Directors meeting of the Students' Society of McGill University (SSMU) will be held by teleconference on Thursday, October 21, 2021 at 18:00.

Present: Alexandre Ashkir (Chair, non-voting), Eric Sader (Officer), Claire Downie (Officer), Karla Heisele Cubilla (Officer), Sarah Paulin (Officer), Sacha Delouvrier (Officer, non-voting), Paige Collins (Legislative Councillor), Benson Wan (Legislative Councillor), Ghania Javed (Legislative Councillor), Beatrice Mackie (Member-at-Large), Governance Manager (non-voting), Addy Parsons (International Student Representative, non-voting, arrived at 18:10), Alex Karasick (Legislative Councillor, arrived at 18:20)

Absent: Darshan Daryanani (Officer, non-voting), General Manager (non-voting)

## 1. Call to Order: **18:07**

The Chair calls the meeting to order at 18:07 on October 21, 2022.

## 2. Land Acknowledgement

The Chair presents the Land Acknowledgement.

The SSMU acknowledges that McGill University is situated on the traditional and unceded territory of the Anishinaabeg and Haudenosaunee nations. The SSMU recognizes and respects these nations as the true and constant custodians of the lands and waters on which we meet today. Further, the SSMU commits to and respects the traditional laws and customs of these territories.

## 3. Attendance

The Chair notes the absences of Officer Daryanani, Director Karasick, the General Manager and the International Student Representative.

## 4. Adoption of the Agenda – **ADOPTED**

The Agenda is presented.



Director Mackie motions to adopt the Agenda, seconded by Director Downie.

The Agenda stands adopted.

5. Guest Speakers:

a. Audit Presentation (Fuller Landau)

The Fuller Landau (FL) team, Uros Milekic and Alessandro Guaragna present the audited financial statements to the Board of Directors. They are both part of the audit mandate of the May 31, 2021 Year End of the SSMU. Milekic is a partner of the FL team in the Financial Statements department. FL has been auditing the SSMU for the last five (5) years. There is a lot of work involved in the audit mandate, and despite being remote, FL have been able to complete the audit.

The independent auditors' report is a qualified opinion. If there was nothing to report, it would be an unqualified opinion. For Non-Profit Organizations like the SSMU, there are cash transactions, FL ensures to attest to these transactions. There may not be many cash transactions in the 2021 year, but if ever there are transactions that were missed, there could be circumstances with cash transactions.

With respect to the Daycare, there are SSMU Board members who also serve on the SSMU Daycare Board of Directors. As such, there is a need to consolidate the financial statements with the SSMU financial statements, but this is not done because it is not deemed necessary by management.

The report indicates to the reader what are the responsibilities of the management for the audit, as well as the auditor's responsibilities. On the last page of the report, the signature of the auditor will be applied once the 'draft' watermark is removed and approved. The statements will then also be produced in French.

Guaragna presents the Balance Sheet, which gives a snapshot of what SSMU owns and owes as of May 31, 2021. Starting with the Statement of Financial Positions, it compiles everything that SSMU owns and owes as of May 31, 2021. He notes that in order to read the statement, the 2021 Total column, is the total of six fund balances, which are the funds that SSMU has. Funding accounting is used as it has been in the past. On the document, the 2020 comparative year can also be found which includes the prior year's financial statements. Reviewing the cash in cash equivalents, these are the liquid assets on the statement of financial positions. The first line item and the fourth line item are the investments. In 2021, the total was 10.8 million dollars, when compared to 2020 total, which was 8.9 million dollars. The difference is mainly the result of the income or revenues and excess of expenses which SSMU has been able to generate through its operating activities. This is slightly offset by the capital expenditures made throughout the year, and some payments of long term debt. Further, inventory has a small balance, but in the past few years, there's been inventory on the Balance Sheet, but as Gerts Bar was temporarily closed for renovations, there was not much inventory. This year, there was an attempt to



reopen before the end of the year, but in the year-end, the reopening did not take place, since it will be taking place in 2022 year-end. With regards to prepaid expenses, there are insurances, property taxes. From an accounting perspective, an item that is prepaid is prepaid throughout the year. Furthermore, one of the important line items is the Capital Assets line, Guaragna points out that there has been a significant increase this year, due to the Peel Street building, which underwent significant renovations in 2020 and 2021. This is slightly offset by the depreciation taken throughout the year.

Regarding the liabilities, there are accounts payable and accrued liabilities. Within this, the major portion of the accounts payable and accrued liabilities are within the health and dental reserve fund, around \$900,000. These are the amounts for the premiums paid throughout the year, meaning, the remaining balance that the SSMU has to pay for the health and dental plan. There were more students enrolled in 2021 for health and dental coverage, which increased the premium in total, and an actual decrease in premium per student, which had a decreasing effect on the premiums paid. Compared to the balance at year-end in 2020, this would be \$629,000.

A new line item this year in the financial statement, due to the SSMU Daycare Centre, a payment of student fees owed to the daycare which has not yet been paid as of May 31, 2021.

Further, other large items include long-term debt; however, no new debt has been taken on by the SSMU in 2021. In the current portion of long-term debt, there is 3.6 million dollars, in the statements.

Regarding the fund balances, invested in capital balances, the total amount is 1.7 million dollars; this includes long-term debt and current balances. This represents the paid portion of all capital assets owned by the SSMU. Regarding the operating fund, it is currently at 0, as there are no balances. The operating fund generates the most revenue over expenses, the excess is always transferred to the CERF, so the year-end balance is 0, as it was in the past.

Regarding student fees, Guaragna notes that there is an increase of 700 students paying fees, and an increase of \$0.75 of student fees. The Health and Dental Reserve Fund has a balance of 4.9 million dollars, this is due to the AISEC premiums, which are the premiums to the health and dental plan. The insurance fee per student was decreased by \$29.00, but there was an increase in approximately \$70,000 to the fund. There are funding and services which are charged within student fees, which fund services offered to student groups and services offered by the SSMU within McGill University. The club net gain is \$175,000 within the Clubs due to the Clubs having requested less funds than in prior years. The club net gain is a net revenue, but there are expenses within this line item.

Further, regarding expenses, Guaragna explains that the first line item within expenses has increased over years, which is \$623,00, due to the reopening of the University Centre building. The more operations SSMU has, create more expenses throughout the year to the maintenance and operations of the building. Regarding the health and reserve fund, the premiums are 4.5 million dollars, and these were increased due to the Dialogue telemedicine, added to the insurance cost. A COVID-19 credit of



\$205,000 was applied to these costs. This resulted in a \$500,000 increase. Further, the general administration expense increased over the years, including increases and salaries, which are stagnant year to year, including new hires to the SSMU.

Guaragna continues that interest in long-term debt, this has increased year over year, which the SSMU has taken on new debt at the end of 2020. Regarding the excess and efficiency of revenues, this year, there was a 1.9 million dollar increase over expenses, which is due to the student fees and health and dental plan reserve fund. Further the operating fund has the largest amount of revenues over expenses, however, the inter-fund transfer reclasses to the capital expenditure reserve fund and the student life fund. The statement of cash flows can be found in the balance sheet and refers to the Board of Directors to preview this after the meeting. The decrease and increase to cash is visible in this statement.

The notes of the financial statements are standard accounting purposes. The auditor reviewed what is included in the notes, Guaragna explains.

Question Period:

There are no questions on the auditor presentation.

The Chair thanks the Fuller Landau team for the presentation.

#### 6. Executive Committee Public Report

Director Paulin presents the report. There were a number of hirings, including Building Ambassadors to work in the University Centre. The SSPN Halloween event is taking place next Thursday. Another motion was approved for Zoom Cloud storage for meetings and recordings. The SSMU is hiring for a Student Rights and Advocacy Researcher. The holiday break was approved for the SSMU staff. Further, a few time clocks were removed from the SSMU Office.

There are no questions on the Executive Committee Report.

#### 7. Email Approvals:

- a. Motion to approve the Fall 2021 GA Standing Rules 2021-10-13 --**APPROVED**  
**2021-10-14**

The motion was approved by email on October 14, 2021.

Voting in favour were Directors Paulin, Sader, Downie, Heisele Cubilla, Mackie, Javed, and Wan.



Directors Karasick and Collins did not vote.

8. Minutes for Approval:

a. Board of Directors Public Minutes 2021-10-07 – **UNANIMOUSLY APPROVED**

Director Karasick motions to adopt the Minutes by unanimous consent, seconded by Director Wan.

The Minutes are unanimously approved.

9. Legislative Council Motions for Ratification:

The Chair presents the motions and notes that the Legislative Council has approved this motion in their session in October.

Director Mackie motions to adopt motions 9.a, 9.b and 9.c by group, seconded by Director Wan.

Director Wan motions to vote by unanimous consent, seconded by Director Karasick.

Motions 9.a, 9.b and 9.c are unanimously approved.

a. [Motion Regarding the Creation of QUIPS Fund and Fee 2021-10-14](#) – **UNANIMOUSLY APPROVED**

b. [Motion concernant des changements au Comité des Affaires Francophones 2021-10-14](#) – **UNANIMOUSLY APPROVED**

c. [Motion Regarding Nominations to the Society's Board of Directors 2021-10-14](#) – **UNANIMOUSLY APPROVED**

10. Motions for Approval:

a. Motion to ratify the Judicial Board's Final Judgment SPHR v SSMU 2021-10-07

- i. Motion to send the Final Judgment SPHR v SSMU 2021-10-07 for reconsideration and mandate Director Karasick to inform the Judicial Board with a written decision – **APPROVED**

The Chief Justice notes that the motion is presented to the Board and stands for any questions.

Director Karasick presents the Motion, and notes he was responsible for the petition on behalf of the Board of Directors. The Final Judgment SPHR v SSMU is presented and the resolution is included. He



notes that this judgment has been previously discussed and notes that any questions can be directed to the Chief Justice in regards to the decision from the Judicial Board.

Director Heisele Cubilla inquires if Director Karasick could present an overview of the motion and Final Judgment for a better overview and a presentation to the new Board Members.

Director Karasick explains that the Judicial Board sent a petition to the Board of Directors submitted by the SPHR McGill, noting that a motion approved by the Board of Directors was unconstitutional and must be rectified and re-approved in the proper channels. Director Karasick and another Director were assigned to take on the case, as Respondents. The Respondent's Form (R-1) was submitted, but it was not accepted in time, and had negative effects on the success of the Board's position within this case. The Judicial Board claims in this case that the motion was approved in an unlawful manner, and the original motion should be re-approved in a Public Session. The petition also requested for Confidential Board Minutes to be made public. Director Karasick notes his caution with confidentiality pertaining to this Final Decision. This originates from a decision taken by the Board in May 2021.

Question Period:

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**Question:**

Director Heisele Cubilla asks if the Executive Committee has approved a statement for Nakba Day, which was then approved by the Legislative Council, and then not approved by the Board of Directors.

**Answer:**

Director Karasick responds that a discussion from the Executive Committee was presented to the Board of Directors. The electronic motion was then submitted to the Legislative Council and then presented for ratification at the Board of Directors.

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**Question:**

Director Heisele Cubilla asks if this motion requests for the Nakba Day statement to be released, noting that the Nakba Day has already passed. She asks what else can be done in terms of remedies.

**Answer:**

Director Karasick explains that the Board of Directors chose to reject the initial motion. Upon rejection of the motion in May 2021, the Board of Directors received a petition for hearing from SPHR McGill. He further notes some of the remedies can put the SSMU in a potential risk.

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**Question:**

Member of the Gallery, SSMU Political Campaigns Coordinator, Andreas, notes that they have consulted with SPHR McGill and they would be in favour of the Board of Directors to decide to vote on the Nakba Day statement in a Public Session and release it with a disclaimer at a future date. He asks how the confidentiality aspect became a central part of the proceedings regarding the statement.

**Answer:**

Director Karasick cannot speak on the specifics as to why this was resolved in a Confidential Session, but notes that the debate took place in a Confidential Board of Directors meeting. He further notes that there is a procedure for approval of 'controversial' deemed statements at the Legislative Council and Board of Directors levels.

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**Question:**

Officer Delouvrier notes a point of order and asks if the Member of the gallery has joined this meeting as a member of the gallery or as a staff member.

**Answer:**

Member of the gallery, Andreas, responds that they have joined as a Political Campaigns Coordinator, alongside the other Political Campaigns Coordinator, Hannah, also in the meeting.

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Director Sader explains that the current Executives were in training during the May 2021 meetings so they cannot answer any questions as to why certain decisions were made as they were not privy to them; the decisions were made by the former Executive Committee.

International Student Representative Parsons clarifies that at this time, the Board of Directors cannot speak to what happened in a Confidential Session, due to confidentiality.

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**Question:**

Director Karasick asks about the justification used regarding the section on Confidential Sessions of the Board of Directors and inquires if electronic motions cannot be legally passed in a Confidential Session and Legislative Council, both retroactively and current motions.

**Answer:**

The Chief Justice responds that the question on electronic motions has been put aside in the decision by the Judicial Board.



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**Question:**

Director Karasick notes that the motion was a Confidential electronic motion.

**Answer:**

The Chief Justice responds that both parties confirmed that the Legislative Council decisions held electronically were not Confidential.

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Director Karasick indicates that he confirmed to the Chief Justice by email correspondence that the Legislative Council motion was in fact Confidential and held electronically.

The Chief Justice confirms that the correspondence she has received from Director Karasick does not state that the motion approved by the Legislative Council was held in Confidential Session.

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**Question:**

Director Sader asks if there is an appeal process for final decisions of the Judicial Board. He presents an example, noting that if a Director does not agree with the facts in the case, if there is an appeal process.

**Answer:**

Justice Laprière notes that all decisions are presented to the Board of Directors for ratification, but there is a possibility to ask the Judicial Board to reconsider for factual errors, if any. There is also a possibility for the Board of Directors to overturn a decision of the Judicial Board if they believe there is discriminatory behavior or other.

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Director Karasick reiterates that the email correspondence from the Judicial Board did not ask about the confidentiality aspect, only pertaining to the process of ratification at the Board level.

The Chief Justice confirms in the affirmative, and the aspect of confidentiality was not discussed as the two issues were separate, per the facts submitted by the Petitioner. She further states that the Respondent did not include this information in their documents and this is why it was not considered at the time. A factual correction was not made because this information was not provided to the Judicial Board in the petition.

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**Question:**

International Student Representative Parsons asks about the separate issues of Confidential motions and the process. The email that was sent to the Legislative Council as an electronic motion. She further asks if the Petitioner was a part of the Legislative Council membership at the time that this was resolved.

**Answer:**

Director Karasick notes that the Petitioner was not part of the Legislative Council at the time.

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**Question:**

Director Sader asks if the Board of Directors could pass a motion for the Judicial Board to reconsider this decision, should this be done at the Board meeting. Further, he asks, if the facts are reconsidered and it is confirmed that the motion passed electronically was confidential, would this lead to a review of whether electronic motions can be approved confidentially and need to be reconsidered.

**Answer:**

The Chief Justice responds that the Judicial Board will convene in the next few days to reconsider, if applicable. Based on the procedures, they will look at the factual documentation. She further states that any facts should be rectified by the Respondent within a timely manner, which was not the case. The Chief Justice asks the Board of Directors to review the facts and ensure that all is correct or corrections to be submitted.

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**Question:**

International Student Representative Parsons asks if, considering the Petitioner was not a member of the Legislative Council at the time, and the evidence was presented as fact, what would be the manner in which they can be certain of this information, unless confidentiality was broken. She further asks if the Judicial Board took this information to account and if confidentiality was reviewed from the Petitioner's perspective.

**Answer:**

The Chief Justice responds that she cannot answer this question as she does not know the legitimacy of the Petitioner's information and if it is invalid, the Board of Directors could inform the Judicial Board.

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Debate Period:



Director Sader notes that his position on the decision cannot be ratified if there is a factual error, as a Director, and notes that the original motion presented to the Legislative Council was presented in a confidential manner, and he will move to reconsider this decision at the Judicial Board level.

Member of the gallery, Bryan Buraga, thanks the Board members for the time to review this matter. Buraga has heard different questions that would like to clarify. Based on the judgment and the Internal Regulations of Governance, article 5.1 of the Judicial Board section, they note that appeals can be launched to the Board of Directors. At this time, the Board can ratify the decision with a simple majority; the Board can send the judgment back to the Judicial Board with a written rationale with a simple majority; or, the Board can overturn the decision completely which requires  $\frac{4}{5}$  majority vote of the Board of Directors. Buraga further notes that this petition was filed with the Judicial Board over four (4) months ago, and inquires why it has taken the Board of Directors much longer than the deadline set by the Internal Procedures of the Judicial Board, which led to many delays and many opportunities to correct any factual errors. Buraga suggests taking the merits of the Judicial Board ruling into account, or to send it back to the Judicial Board and submit the Respondent forms and relevant documents in a timely manner.

Director Karasick notes his apologies to former President Buraga and to the Judicial Board for the delays in responding and submission of documents. The Director notes that as Buraga is aware, the SSMU is complicated in bureaucratic processes and has been for a long time. He cannot, in good faith, ratify a decision that includes factual errors.

Director Wan notes that Confidential Session means confidentiality of subjects and identities of the members present in that session. This decision would be a breach of confidentiality and would limit how the Board of Directors will function in the future. If there is a presumption that confidential information can be revealed at any point, this can be a concern for future years.

International Student Representative Parsons notes her concern with the fact that the Petitioner, Bryan Buraga, was not a member of the Legislative Council, and the confidentiality or non-confidentiality cannot be determined as they did not receive the email motion for approval. She further notes that it is not accurate and there is no accurate manner for the Petitioner to know how the motion was delivered. The manner in which the facts were presented is not how she recalls them as a member of the Legislative Council who was privy to the information.

Director Sader is in agreement with members of the Board and notes that the Board of Directors should not simply ratify a decision of the Judicial Board and should expedite the process for reconsideration. The Board should be making decisions based on the logic behind these decisions. Given the fact that the motion [re: statement] was confidential and the Petitioner did not know that the motion in question was confidential. He will be voting against the ratification and will motion to reconsider the decision at the Judicial Board level.



Director Mackie notes that if the Board asks the Judicial Board to reconsider, this will require the Board to review the facts and ensure that no further errors are included. Further, the Director is in agreement with Director Wan regarding the remedy of Confidential Minutes to be released, as it has happened prior that Board members and members of SSMU have received threats to their safety. She notes that the Board would like to protect the safety of its Board members and the organization, and she would recommend against this remedy.

Member of the gallery, Bryan Buraga, clarifies that he is the Student Advocate for the Petitioner, SPHR McGill. The reason why the Petitioner and Advocate were aware of the motion and statement is because they were in constant contact with the former VP University Affairs [Frizzle]. The Petitioner's evidence was included in the initial submission to the Judicial Board. While Buraga understands the concerns with confidentiality from the Board of Directors, Buraga and SPHR McGill were under the impression that it was passed publicly, thus, the discussion regarding the motion should be anonymized and made public, according to the Petitioner.

Director Karasick indicates that there were two (2) separate breaches of confidentiality pertaining to this matter. He is in agreement with Directors Mackie and Wan regarding the release of Confidential Minutes. Even if names were removed from the Minutes, there were situations of retribution against Board members in the past.

International Student Representative reiterates that the Chief Justice based their decision on the fact that the motion [re: statement] was not confidential. However, the member of the gallery confirmed that they were aware of the approval of the motion due to a leak of confidential information from the former VP University Affairs [Frizzle].

Director Sader presents a motion: *Motion to send the opinion back to the Judicial Board for purposes of reconsideration given the factual errors.* The Chair notes that this motion should either be presented prior or become a submotion of the current Motion for approval.

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**Question:**

The Chief Justice asks if she should stay in the meeting for more questions or pending the decision on the motion, or if she could exit the meeting.

**Answer:**

The Chair confirms in the affirmative that the Chief Justice does not need to stay for the duration and thanks her for answering questions.

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The Chief Justice notes that the Judicial Board will decide together whether or not they will be accepting a submission of Respondent forms, and they will also consider the confidentiality argument to be included.

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**Question:**

Director Karasick asks the Chief Justice and member of the gallery Buraga if a two (2)-week deadline for submission of documents would be acceptable.

**Answer:**

Member of the gallery Buraga speaks on behalf of the Petitioner and notes that the ratification would be ideal, but the Chief Justice may have other ideas on how to proceed.

The Chief Justice responds that 10 days would be sufficient.

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Director Javed motions to extend Debate Period by five (5) minutes, seconded by Director Karasick. There is no opposition and the Debate Period is extended by five (5) minutes.

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**Question:**

Director Downie asks for procedural clarification on the postponement of this motion.

**Answer:**

The Chair confirms that once a date is established, it will be added.

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Director Sader notes that the motion will be postponed indefinitely, as they will eventually receive an updated final decision from the Judicial Board.

Member of the gallery Buraga explains that there may be some confusion on the point of reconsideration of the Final Judgment. The Petitioner and Student Advocate presented arguments to the Judicial Board, and arguments from the Respondent were not presented in this case. If the Board of Directors wishes to send this back to the Judicial Board, Buraga hopes that because the Respondent did not submit the documents by the deadline of SSMU's governing documents, that this is the sole reason why the Board of Directors wishes to reconsider this Final Judgment.



Director Karasick apologizes for the delay on the Board's part and notes that they will submit all the documents by the deadline set forth. He will send an email approval to the Board of Directors prior to submitting the Respondent Forms.

Director Sader proposes an amendment to his motion: *and mandate blank to inform the Judicial Board of the factual errors.*

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**Question:**

Director Downie asks if the Board members are of the opinion that there are other reasons, other than the delay from the Board, for this Final Judgment to be reconsidered by the Judicial Board.

**Answer:**

Director Karasick responds that there are factual errors in the Petitioner's arguments and will review for any further modifications. He will also include in the Respondent Forms any additional information that was not previously provided.

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Director Karasick notes that one (1) Board member should review the documentation and submit it to the Judicial Board for efficiency. He presents himself as volunteer as he previously worked on this case.

Director Sader motions to vote by Roll Call, seconded by Director Karasick. There is no opposition to this voting method.

Voting by Roll Call:

**In favour:** Director Sader, Director Heisele Cubilla, Director Paulin, Director Collins, Director Wan, Director Mackie, Director Karasick.

**Opposed:** None.

**Abstain:** Director Downie, Director Javed

The Motion to send the Final Judgment SPHR v SSMU 2021-10-07 for reconsideration and mandate Director Karasick to inform the Judicial Board with a written decision is approved.

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**Question:**



Director Karasick asks the Judicial Board Members which documentation he should provide on behalf of the Respondent, to ensure they do not forget any documents.

**Answer:**

The Chief Justice responds that she will email Director Karasick with this information.

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The Chair thanks the members of the Judicial Board for taking the time to answer questions and to be in this meeting.

- b. Motion to pass an Interim Provision to the Internal Regulations of Governance-02 article 7.4 to replace the President with the Vice-President (Finance) as the signatory for the Society's Minutes and Documents until the return of the SSMU President or until further notice, whichever comes first, to ensure the proper functioning of the Society – **UNANIMOUSLY APPROVED**

Director Downie motions to approve by unanimous consent, seconded by Director Karasick. Director Wan is opposed. Four in favour and two opposed for voting by unanimous consent.

The motion is unanimously approved.

11. For Discussion:

- a. Board of Directors Members-at-Large Nominations Update

The Governance Manager indicates that the Smartrecruiters applications have been released a few weeks ago and the Nominating Committee will be starting interviews shortly.

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**Question:**

Director Downie asks for clarification on how the interview process is set up.

**Answer:**

The Governance Manager notes that the application and nomination process is done through the Nominating Committee, a committee of the Board of Directors. Once the Committee receives applications, they will set up interviews with candidates. Further, candidates will then be presented for nomination by the Board in the form of a report in Public session, excluding sensitive information.

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## 12. Anti-Violence Coordinators (short presentation) – **POSTPONED**

The presentation by the Anti-Violence Coordinators (AVCs) is postponed, as they could not attend today's meeting. Director Paulin, on behalf of the AVCs, would like to remind the Board of the Gendered and Sexual Violence Policy (GSVP) when addressing certain topics and the importance of this Policy within the SSMU.

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### **Question:**

Director Karasick thanks Director Paulin and asks if there will be an additional presentation or announcement at another meeting by the AVCs.

### **Answer:**

Director Paulin notes that this is the only brief announcement from the AVCs. There may be a more in-depth training of the GSVP to the Board of Directors in the near future.

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## 13. Confidential Session: **20:05**

The Board of Directors enters into a Confidential Session at 20:05.

## 14. Adjournment: **22:05**

The Board of Directors meeting is adjourned at 22:05.

*Darshan Daryanani*

Darshan Daryanani, President