



STUDENT ADMINISTRATIVE COUNCIL INC.

Annual General Meeting

Virtual: Teams Meeting

Tuesday April 2, 2024

5:30 p.m.

AGENDA

1. Welcome - NCSAC President, Dipal Patel
2. Call to Order and Appointment of Chair of the Meeting
3. Constitution of Meeting
4. Approval of the Minutes of the Meeting held on April 6, 2022
5. AGM 2023: Quorum
6. Receipt of the Financial Statements for the Twelve Months Ended March 31, 2022
7. Appointment of the Auditors
8. CEO Report
9. Approval of the Acts of the Directors and Officers
10. Set Number of Directors
11. Amendments to By-laws
12. Directors' and Officers' Liability Insurance
13. Ratification of the 2024-2025 NCSAC Board of Directors
14. Adjournment

STUDENT ADMINISTRATIVE COUNCIL INC.

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Tuesday April 2, 2024

5:30 p.m.

1. Welcome – NCSAC President, Dipal Patel

Dipal welcomed to membership to the Annual General Meeting (AGM) and explained to the membership the purpose of the Annual General Meeting. She explained that the Annual General Meeting is the meeting where NCSAC looks to its members, the students of Niagara College and the reason NCSAC exists as an organization, to ensure that we are still existing for the right reasons, to explain our current standing, what we have accomplished in the last year, and acts as the time for students to vote on our by-law amendments to come into effect. This report also covered the activities of the corporation globally as well as at the campus level.

Dipal then introduced the 2023-2024 NCSAC Board of Directors:

Jasleen Kaur: Director of Allied Health (Fall semester)
Nikhil Gupta: Director of Business Management
Michael Villaspin: Director of Community Services
Bernie Canillas: Director of Culinary Arts
Chris Fullerton: Director of Environment & Horticulture
Nishchay Pal: Director of Hospitality & Tourism
Melissa Graham: Director of Justice & Fitness
Grace Stanley: Director of Media
Lindsay Dockrill: Director of Nursing & PSW
Prabin Bajal: Director of Technology
Nishita Kirtkumar Vekaria: Director of Trades (Fall semester)
Joel Droogh: Director of Wine, Beer, and Spirits

2. Appointment of Chair of the Meeting & Call to Order – Dipal Patel, Joel Droogh

2.1. Motion to approve Joel Droogh as the Chair for the meeting.

Motioned by: Chris Fullerton

Seconded by: Michael Villaspin

In Favour: 15

Abstain: 3

Motion Carried.

The meeting was called to order at 5:41 p.m. and chaired by Joel Droogh.

According to the NCSAC By-laws Article 4: "Meetings of Members", subsection 4.4 "Quorum" it states: A quorum at any meeting of the Members shall be 15 Members. For the purpose of determining quorum, a Member may be present in person, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

At this meeting there are 18 members in attendance, and therefore quorum is achieved.

At this time Joel Droogh acknowledged the guests in attendance: Dipal Patel, NCSAC President; Steve Kosh, NCSAC Executive Director; Heather Storey, NCSAC Governance Manager; and Andy Hall, NCSAC Marketing Communications Manager.

3. Constitution of Meeting - Joel Droogh

According to the NCSAC By-laws, under Article 4: "Meetings of Members", subsection 4.4 "Notice of Meetings", it states: A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the meeting. Therefore, I declare that notice of this meeting having been sent to each member in accordance with the by-laws of the Corporation, and a quorum being present, the meeting was duly constituted for the transaction of business.

4. Approval of the Minutes of the Meeting held on April 6, 2022 - Joel Droogh

4.1. Motion to approve the minutes from the Annual General Meeting held on April 6, 2022 as submitted.

Motioned by: Grace Stanley

Seconded by: Chris Fullerton

In Favour: 15

Abstain: 1

Motion Carried.

5. AGM 2023: Quorum - Steve Kosh

Steve explained that the Annual General Meeting was scheduled to take place last year on April 13, 2023, however there was less than 15 members in attendance and therefore quorum was not achieved. Because of this, there was no business conducted.

6. Receipt of the Financial Statements for the Twelve Months Ended March 31, 2022 - Steve Kosh

Once again, KPMG has completed our financial audit for NCSAC for the year ending 2022.

This portion of the AGM is to present our NCSAC Financial statements for the year and answer any questions you may have about NCSAC spending. Please hold your questions until the end, as some of your questions may be answered throughout, but we will review the statements now.

Before we begin, I should mention that the statements for NCSAC's fiscal year began on April 1, 2021 and ended on March 31st, 2022.

NCSAC overall is in a healthy position. We possess over \$4,000,000 in assets and over \$400,000 in investments.

As you can see on Page 1, NCSAC has over \$3,000,000 in unrestricted net assets. This is up over 2021 by almost \$300,000 and is largely due to unexpected pandemic funding from the government called the Canadian Employment Wage Subsidy fund. This fund provided almost \$200,000 in additional unexpected revenue in 2022 and makes up for much of the \$300,000 in growth over year ending 2021.

Page 2 covers NCSAC revenues and expenses, broken out by department.

As you can see in the revenue section, NCSAC is up over half a million dollars in revenue over 2021, as we returned to campus for a longer period of time in 2021-2022. The vast majority of the increase was due to increased student enrolment in 2022 and almost a \$400,000 increase in student fees. We had a decrease in transit revenue collected as the U-Pass was suspended in the previous fiscal year.

In the expenses section below, you will see that the NCSAC expenses were almost \$400,000 less in 2022 than 2021. This would have resulted in a net gain of approximately \$50,000 for the year, however, once CEWS government funding was included, NCSAC profited \$222,653 in year ending 2022.

Page 3 covers the change in net assets for the corporation.

As you can see below, NCSAC spend \$64,537 on capital assets in 2022 which was down from the \$82,000 spent in 2021.

Overall, including unrestricted net assets, NCSAC possess over \$3,500,000 in net assets.

Page 4 outlines the cashflow of NCSAC.

As previously stated on page 2, NSAC we had an excess of \$222,652 in revenue.

After deducting accounts receivable, prepaid expenses and other liabilities, that leaves NCSAC with a total of \$245,397 in cash. This is down over 2021 by almost \$200,000, due to the difference in Niagara College receivables, which is basically a difference in timing from 2021 to 2022.

Pages 5, 6, 7 cover accounting policies.

Page 8 covers Capital assets, intangible assets, accounts payable and deferred revenue. As you can see, all of these categories have immaterial changes from 2021.

Page 9 covers internally restricted net assets, of which NCSAC simply pays \$25,000 to NC each fiscal year. This \$25,000 covers future capital repairs to the student centres.

Page 9 also covers Investment in capital assets which we talked about earlier. NCSAC invested over \$220,000 in capital assets in year ending 2022.

As a summary, NCSAC is in a healthy position and has been encouraged by our auditor, KPMG, to responsibly start to liquidate funding. The NCSAC Board of Directors has worked on some projects that provide a solution to responsibly spending funds and a plan to release some of those funds, will be announced soon.

6.1. Motion to receive the audited financial statements of the corporation for the fiscal year ended March 31, 2022.

Motioned by: Chris Fullerton

Seconded by: Bernie Canillas

In Favour: 15

Abstain: 1

Motion Carried.

7. Appointment of the Auditors - Steve Kosh

Steve explained that NCSAC would propose to use KPMG again for the fiscal year ending on March 31, 2024. It was stated that Niagara College also uses KPMG, and it simplifies the process if NCSAC uses the same auditing firm. Steve mentioned KPMG is a highly recognized professional firm and that this expense has already been accounted for in the budget.

7.1. Motion to approve KPMG as the Auditors of the Corporation to hold office until the next annual meeting of members or until their successors are duly appointed, at a remuneration to be fixed by the directors, the directors being authorized to fix such remuneration, for the 2024-2025 year.

Motioned by: Lindsay Dockrill

Seconded by: Chris Fullerton

In Favour: 15

Abstain: 1

Motion Carried.

8. CEO Report – Dipal Patel, Steve Kosh

CEO Report: Governance – Dipal Patel

As the President of NCSAC, I make up 50% of the CEO position, and Steve Kosh, our Executive Director makes up the other half. We will report on our sides separately, though quite often our jobs, efforts, and outcomes do overlap.

For my CEO report, I would like to highlight what NCSAC has accomplished on the side of services provided, advocacy, partnerships, and ownership linkage.

U-PASS

U-Pass was a huge advocacy win for students of Niagara college. After the pandemic, NCSAC has been advocating to bring back the U-pass for easy access for students to get to the campus in a sustainable manner and cost. The U-pass was brought back in September 2023 at the cost of 265 \$ per semester. Currently we have more than 7400 registered NC student on the Transit app. Student feedback on transit has always been welcomed through transit feedback form throughout the year to ensure that student voices are heard.

SCHOLARSHIPS

NCSAC made a 1-million-dollar contribution towards international student scholarships in April 2023, approved by the NCSAC 2022-23 BOD. Over the years, NCSAC only had 15 domestic student scholarships and the addition of 15 international student scholarship makes it a total of 57000\$ in scholarships per year. For the first time in NCSAC history this major decision was made to contribute a huge amount of money towards student scholarships, and we will be celebrating with the scholarship winners next week.

OWNERSHIP LINKAGE

A lot of focus for the NCSAC Directors this year has been on engaging with the ownership- which is the students. Throughout the year, student voices have been kept at the top of decision-making process with different opportunities to connect with the NCSAC Board at their monthly booths and a chance to answer questions directors might be making decisions in the boardroom about. Questions around social inclusion, breakfast program, events, communication as well as housing were asked. Student feedback was also welcomed with the introduction of End of semester surveys to ensure students can communicate any feedback to NCSAC Services.

SERVICES

NCSAC has been seeing a high number of students using the Rise and shine breakfast program throughout the year. More than 1200 students per day benefit from this program.

LEGAL SERVICES

NCSAC has been providing free of cost legal services to our students throughout the previous years and students have been able to book appointments when needed to deal with any paperwork or further support.

VIK CARD

“Very Important Knight” card was introduced by NCSAC last year, which provides discounts to students all over the Niagara region at different local businesses.

EVENTS

NCSAC held Pride parade on campus for the first time ever during last year with the Rainbow Knights NCSAC Club.

PROVINCIAL & FEDERAL ADVOCACY

NCSAC has been a part of ONTARIO STUDENT VOICES which is a provincial advocacy organization advocating for students. With the changing landscape of post-secondary institution, we are strengthening our presence at provincial level.

Recently, NCSAC got an observer status with CANADIAN ALLIANCE OF STUDENT ASSOCIATIONS, which is a federal advocacy organization to ensure our NC student voices are heard when the important decisions are taken.

CEO Report: Operations – Steve Kosh

IRCC

For those of you who aren't aware, the federal immigration minister, on the Canadian level announced back in January that there would be a decrease in student visas of about 35% Canada-wide. Those numbers are now being rolled out in Ontario in terms of what that means to different colleges, different universities and other institutions within the province of Ontario. It's something that Steve is working on with alongside Dipal and the staff at NCSAC in order to try and understand what this means on behalf of students.

One thing you may or may not know is that Niagara College does have a third party school. This is a private partnership with a school in Toronto and it's called Niagara College Toronto (formerly known as the Toronto School of Management); the school has thousands of students, consisting of mostly International students.

In working with our College, our administration, the Registrar's office, and all the way up to the President's office including the executive team at the college, it looks as though our impact on our two NC campuses in the Niagara region will be minimal in terms of the announcement. Regarding Niagara College Toronto, NC will start to slow that partnership down, and not

necessarily receive any NC students at that campus in order to phase out the students that are currently enrolled at that campus right now. When you run the numbers of international and domestic students at the two campuses in the Niagara region versus the number of international students at the NCT campus, the decrease needed in order to be compliant with the government announcement, looks like it's going to be almost fully covered by sunseting Niagara College Toronto.

When NC first decided to partner with this private partnership, our college was extremely careful when they were considering where those funds went on the college budget line. From a NCSAC side, we started working with NCT in September 2023, and that is when we started receiving funds from their campus. At this point, while NCT is being sunset, NCSAC will no longer receive funds from that campus. All that to say, the budget impacts for NCSAC in 2024-2025 will be negligible.

Steve noted that typically an announcement that large would shake the college community and Canada as a whole, but because of the diligence of Niagara College when operating that partnership for that private partnership, it looks as though NC's enrollment will be less than 5% decreased from an ancillary side. For NCSAC specifically, we will see a minimal change in our revenues for next year.

BUDGETS

The current NCSAC board approved the 2024-2025 operating budget back at the March Board of Directors meeting. In that budget, there is a deficit totally \$100,000. Steve mentioned that he will work alongside the Board next year in order to manage that deficit. It was noted that typically not-for-profit organizations typically do not run a deficit in their operating budget, however he explained that if you look back at KPMG and the recommendations that they've made to us as NCSAC over the past four or five years in terms of spending money, the best way to do that is to give money back to our students. One of the major ways that NCSAC decided to give back to students was contributing \$1,000,000 to student scholarships.

Regarding the deficit, Steve stated that managing this will not be an issue as NCSAC has a healthy capital reserve, is fiscally responsible, and also made mention that NCSAC is typically conservative when it comes to budget enrollment numbers.

U-PASS

Steve explained that back in 2017-2019, the U-Pass was running at a financial deficit. From an NCSAC side, the contributions of students wasn't covering the transit bills for about 2 1/2 years. The college did step in back in 2018-2019 and helped us as NCSAC maintain the U-Pass and get it

to a place where it was healthy.

During the pandemic, with students having virtual classes, that service stopped; the U-Pass was brought back with a referendum last year and over 70% voting in favor. In operating the U-Pass from September 2023 until now, we're two semesters in. Steve mentioned that the U-Pass budget is \$7.2 million a year, and right now there's about \$140,000 - \$160,000 operating surplus in that fund. Steve mentioned that even though that sounds like a lot of money, he informed the membership that that money does not go far in transit and wouldn't even cover a ¼ of a route if we needed to add bussing service.

To sum it, Steve mentioned that this is the first time in over 7 years that the U-Pass has been in a financially healthy spot. The pass was priced correctly, and NCSAC will continue to work to keep that price as low as we can, given the fact that we are, linked to the region in terms of their HR practices, their cost of living increases and their gas tax increases.

HEALTH PLAN

The NCSAC domestic health plan surplus is about \$380,000. This surplus offers this year's board and next year's board an opportunity to add additional service to students, an opportunity to dig into surplus to keep the health plan fee the same in future years and just gives us some flexibility to make sure that we can offer a viable service to students for years to come.

STUDENT STAFF

Currently, NCSAC employs 45 students in a variety of different capacities, including street team, and food and beverage. To date for this fiscal, there has been approximately \$550,000 put back into the pockets of students, in way of pay cheques to students.

LIVING WAGE

Coming out of the pandemic, NCSAC made the decision to remove the tip function from the debit terminals at our outlets. NCSAC wanted to remove that burden from students. What we decided to do, is pay more per hour to our student staff.

The reason we did that is because we're working towards offering a "living wage" for NCSAC student employees (approximately \$19.50 in Niagara). In this upcoming fiscal, so 2024-2025, we're going to be looking to get certified as a living wage employer in Niagara.

This would be a big accomplishment for a student union and but also a great signal to say we enjoy employing students and we value their labor. Steve is looking forward to NCSAC being certified and to include an update in next year's AGM Report.

Question: Has there been any conversation as to how the carbon tax that's incoming might affect the U-Pass pricing or the overall budget?

Answer: Coming out of the pandemic with the referendum that stated that students were willing to pay \$265 per semester, it's actually a two year agreement that we have with Niagara Regional Transit (Year 1 - September 2023; Year 2 - September 2024).

Steve explained that there are two mechanisms in place that the Niagara Region can use to increase their hourly rate (\$131.50/hour).

- 1. CPI: The province advertises CPI numbers in 2024, which are estimated to be about 3%. The Niagara Region could then increase the hourly rate by 3%.*
- 2. Fuel Surcharge: The fuel surcharge is set forth by the ministry and is published provincially. At the end of August 2024, whatever that number is compared to August of 2023, if there's a decrease in that number, then that increase would be 0%, but if there is an increase, they can only increase by the number that of the difference of those two numbers.*

Question: Do you have the number of users that were forced to pay for the app but did not register with it? Or is every single student using the bus? As well, with your surplus being reported, why not make it optional for students paying already for a parking pass?

Answer: In terms of the mandatory ancillary U-Pass fee, it is paid for by the 11,500 students of Niagara College. Back in 2019, there was something called the Student Choice Initiative (SCI) that was put forward by the provincial government. The goal of SCI was to make ancillary fees optional for students to pay. Although SCI was eventually overturned, during it's time there were a couple mandatory fees that were identified by the government that were levied in order to remain mandatory. The U-Pass fee was identified as one of those mandatory fees. Additionally, after the pandemic, the U-Pass was put out to Referendum last year and it passed with over 70% in favor. With any organization with membership being students, the ultimate way to have a fee passed is to put it out to fee protocol or a student vote. Because this vote passed, this fee is levied to everybody. All of our fees here at the college are mandatory and again going back to SCI, the optional fee part of it that was actually struck down by the Supreme Court through the Court of Appeals. The government is now not allowed to levy optional fees, so any fees that we bring in, we have the ability to make the mandatory on behalf of all students. Steve did mention that NCSAC could investigate the an "opt out" option for students. Right now, NCSAC has a fee for service agreement with the Niagara Regional Transit Commission, that means is we pay per bus per hour for the service that we use. A lot of other service providers or U-Pass providers use colleges and universities as a flow through. An established transit commission will do the routing on behalf of the schools, on behalf of the students. Here at Niagara, because the Transit

Commission just made the decision to amalgamate the municipalities back on January 1st, 2023 and they are still in the process of doing so. Right now, if we were to offer an opt out, the price would increase to all of the students who use by the same amount of dollars or percentage that we allow for opt out. For example, if we allow 25% of students to opt out, the fee would increase for the people who use the U-Pass by 25%. Again, Steve said that NCSAC is open to exploring that option. However, that's not the option that the board passed in referendum last year when we went out to students, if we wanted to move forward with an opt out option, that would mean working with the Transit Commission, the College and our student population to go back to referendum to pose the question in a different way. Steve noted that last year's Referendum had a voter turn-out of over 30% (and over 70% votes 'yes').

9. Approval of the Acts of the Directors and Officers – Joel Droogh

9.1. Motion to approve all acts, contracts, by-laws, proceedings, appointments, elections and payments acknowledged, made, done and taken by the directors and officers of the Corporation since the last AGM April 6, 2022 as recorded in the proceedings of the directors or on the books or records of the corporations or in the financial statements submitted to this meeting.

Motioned by: Grace Stanley

Seconded by: Lindsay Dockrill

In Favour: 15

Abstain: 2

Motion Carried.

10. Set Number of Directors – Joel Droogh

According to the NCSAC By-laws, under Article 5: "Directors", subsection 5.1 "Powers", it states: The affairs of the Corporation shall be managed by a Board of Directors consisting of six (6) to fifteen (15) Directors. The number of Directors shall be set in accordance with the Act, from time to time, and may be increased or decreased by Special Resolution.

Dipal explained that NCSAC is structured in a way that ensures the most diverse, and equally representative group of students possible based on the structure of Niagara College. NCSAC has twelve student director positions which combined make up the Board of Directors, and they are all elected from their individual "school of". It is important to note that all directors equally represent all students, but this model of election ensures a more diverse board year-to-year that can better represent all Niagara College students. As well, when a position is vacant, that position is filled via a hiring process throughout the year.

Director of Allied Health
Director of Business Management Studies

Director of Culinary
Director of Community Services
Director of Nursing & PSW
Director of Environment & Horticulture
Director of Justice & Fitness
Director of Hospitality, Tourism, & Sport
Director of Media
Director of Technology
Director of Trades
Director of Wine, Beer, and Spirits

10.1. Motion to approve the set numbers of directors of the corporation be twelve (12).

Motioned by: Melissa Graham

Seconded by: Nishchay Pal

In Favour: 14

Oppose: 1

Abstain: 1

Motion Carried.

11. Amendments to By-laws - Dipal Patel, Steve Kosh

AMENDMENT 1:

ARTLE III. MEMBERS

3.2 Membership Conditions - Subject to the Articles, there shall be one (1) class of Members in the Corporation. Each Member shall have the right to:

[...]

- (b) nominate or second a candidate for election as a Board of Governors Student Representative ~~Director~~;

AMENDMENT 2:

~~**3.5 Resignation** – Any Member may resign as a Member by opting out of the Membership Fee, in which case such resignation shall be effective for the applicable semester.~~

AMENDMENT 3:

ARTICLE IV. MEETINGS OF MEMBERS

4.2 Annual Meetings - The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting and not later than six (6) months after the end of the previous fiscal year.

The Board shall call an annual meeting of Members for the purpose of:

[...]

(d) ~~The ratification of the election of the Board Members will take place at the Annual General Meeting prior to the Board Members taking office.~~

AMENDMENT 4:

4.3 Special Meetings - The Board Chair may at any time call a Special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special meeting of Members on written requisition of Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. ~~The ratification of the election of the Board Members will take place at a Special meeting prior to the Board Members taking office.~~

AMENDMENT 5:

ARTICLE VII. OFFICERS

[...]

7.3 Responsibilities - The officers of the Corporation shall have the following duties and powers associated with their positions:

(a) Board Chair - The Board Chair, who shall be referred to with such title or as the "Chair", shall, when present, preside at all meetings of the Board, ~~of the executive committee~~, and of the Members. The Chair shall have such other duties and powers as the Board may specify as outlined in Board Policy.

(b) Board Vice Chair - The Board Vice Chair, who shall be referred to with such title or as the "Vice Chair", shall, when the Board Chair is absent, preside at meetings of the Board, ~~of the executive committee~~, and of the Members.

11.1. Motion to approve the 2024-2025 NCSAC By-laws as presented.

Motioned by: Chris Fullerton

Seconded by: Grace Stanley

All in Favour, Motion Carried.

12. Directors' and Officers' Liability Insurance - Steve Kosh

Operating as a not-for-profit, NCSAC does have a Board of Directors who are paid an honorarium. This board works on behalf of the students of Niagara College, and therefore requires insurance. In order for NCSAC to maintain the “not-for-profit” status, NCSAC does need to have a Certificate of Liability Insurance for the Directors each year. Directors’ and Officers’ Liability Insurance costs the organization approximately \$38,000 each year. This liability insurance cover the all the food outlets, the office, furniture, as well as protects staff. The insurance also covers social media, as well as legal. Steve noted that this policy is for April 1, 2024 - March 31, 2025.

12.1. Motion to approve that the corporation purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person’s failure to act honestly and in good faith with a view to the best interests of the Corporation.

Motioned by: Melissa Graham

Seconded by: Grace Stanley

In Favour: 15

Oppose: 1

Abstain: 1

Motion Carried.

13. Ratification of 2024-2025 NCSAC Board of Directors - Joel Droogh

According to the NCSAC By-laws, under Article 4: “Meetings of Members”, subsection 4.3 “Special Meetings”, it states: [...] The ratification of the election of the Board Members will take place at a Special meeting prior to the Board Members taking office.

Please help me in welcoming your 2024-2025 NCSAC Board of Directors:

Bruin Pol: Director of Applied Health
Hish Clifford: Director of Business Management
Krysa McReynolds-Huang: Director of Community Services
Devin Garrah: Director of Culinary Arts
Chris Fullerton: Director of Environment & Horticulture
Jagseer Deol: Director of Hospitality & Tourism
Harmeet Singh: Director of Justice & Fitness
Hamza Albashatweh: Director of Media
Mercy Deborah Santhana Krishnan: Director of Nursing & PSW
Caleb Simoneau: Director of Technology
Sukhpreet Singh Gosal: Director of Trades
Pramod Shingade: Director of Wine, Beer, and Spirits

Dipal Patel, President

13.1 Motion to ratify the 2024-2025 NCSAC Board of Directors.

Motioned by: Melissa Graham

Seconded by: Grace Stanley

In Favour: 14

Abstain: 2

Motion Carried.

14. Adjournment - Joel Droogh

14.1. There being no further business to come before the meeting, the meeting was adjourned at 6:46 p.m.

Motioned by: Nishchay Pal

Seconded by: Chris Fullerton

All in Favour, Motion Carried.