

AGENDA
Board of Directors Meeting
September 23, 2021
Virtual Meeting
Zoom

Board Chair: Fope Akomolafe
Board Vice Chair: Matthias Negrette
Board Secretary: Karly Mallett
Scribe: Heather Storey

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| 1. | Call to order | 7:00 p.m. |
| 2. | Reconciliation Statement | 7:01 p.m. |
| 3. | Attendance and Quorum Call | 7:02 p.m. |
| 4. | Agenda & Motions Approval | 7:03 p.m. |
| 5. | Conflicts Declared | 7:04 p.m. |
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| 6. | Minutes of Last Meeting | |
| 6.1. | Board Chair/Vice Chair/Secretary Selection Meeting Minutes | 7:04 p.m. |
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| 7. | Risk Limit Monitoring Reports | |
| 7.1. | Auditor's Report – Ruth Todd, KPMG | 7:05 p.m. |
| 7.2. | Financial Condition – Steve Kosh | 8:05 p.m. |
| 7.3. | Emergency CEO Succession – Steve Kosh | 8:10 p.m. |
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| 8. | Ownership Linkage | |
| 8.1. | Develop Annual Student Linkage and Board Education Plan – Sam Jemison | 8:20 p.m. |
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| 9. | Board Education: Internal & External | |
| 9.1. | President's Report – Sam Jemison | 8:30 p.m. |
| 9.2. | Executive Director's Report – Steve Kosh | 8:35 p.m. |
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| 10. | Ends Policy Development & Monitoring | |
| 10.1. | Review Strategic Ends Priorities – Sam Jemison | 8:40 p.m. |
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| 11. | Board Self-Evaluation | |
| 11.1. | Annual Planning (Board Policies BP #2f) – Sam Jemison | 8:45 p.m. |
| 11.2. | Honourariums (BP #2i) – Sam Jemison | 8:50 p.m. |
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| 12. | Board Decisions | |
| 12.1. | Transit – Steve Kosh, Sam Jemison | 8:55 p.m. |
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| 13. | Strategic Plan Monitoring | |
| 13.1. | Strategic Plan (Vision) – Sam Jemison | 9:25 p.m. |
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| 14. | Meeting Evaluation | 9:27 p.m. |
| 15. | Adjournment | 9:30 p.m. |

Board of Directors Meeting

September 23, 2021

Virtual Meeting

Zoom

Present: Steve Kosh Sam Jemison Urooj Rajput Matthias Negrette
Ola Ajileye Fope Akomolafe Kathryn Carandang Andrew,Dykstra
Dipal Patel Karly Mallett

Guests: Ruth Todd

Regrets: Marianna Spivak

Absent: Saleh Mahrokhzad

Scribe: Heather Storey

Action Items

SAC 1.1	Call to Order The meeting is called to order at 7:06 p.m.	
SAC 1.2	Reconciliation Statement Niagara College acknowledges the land on which we gather is the traditional territory of the Haudenosaunee and Anishinaabe peoples, many of whom continue to live and work here today. This territory is covered by the Upper Canada Treaties and is within the land protected by the Dish With One Spoon Wampum agreement. Today this gathering place is home to many First Nations, Métis, and Inuit peoples and acknowledging reminds us that our great standard of living is directly related to the resources and friendship of Indigenous peoples.	
SAC 1.3	Attendance and Quorum Call PRESENT: <ol style="list-style-type: none">1. Urooj Rajput2. Matthias Negrette3. Ola Ajileye4. Fope Akomolafe5. Kathryn Carandang6. Andrew,Dykstra7. Dipal Patel8. Karly Mallett REGRETS: <ol style="list-style-type: none">1. Marianna Spivak ABSENT: <ol style="list-style-type: none">1. Saleh Mahrokhzad According to the NCSAC By-laws Article 6: Meetings of Directors 6.4 "Quorum" – A Majority of the Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting. Majority = 50% +1 which is 6/10 Directors must be present.	

	There were 8 Directors present, and therefore quorum was achieved.	
SAC 1.4	<p>Agenda & Motions Approval</p> <p>Motion made to approve the agenda for the September 23, 2021 Board of Directors meeting as submitted.</p> <p>Motion by: Kathryn Carandang Seconded by: Karly Mallett</p> <p>All in Favour, Motion Carried.</p> <p>Motion made to approve the prepared motions for the September 23, 2021 Board of Directors meeting as amended.</p> <p>Motion by: Andrew Dykstra Seconded by: Karly Mallett</p> <p>Discussion: Sam suggested adding a motion for Agenda Item #1.11.2 Honorarium Policy to omit section 7 which states "<i>During the COVID-19 global pandemic, the existing Board will continue to serve on the NCSAC Board of Directors into the Spring semester to help guide the organization. Therefore, weekly conference calls have been scheduled every Wednesday to update the Board. As such, failure to attend a conference call will result in a 100% deduction of the honorarium for that week.</i>" As this is no longer relevant.</p> <p>All in Favour, Motion Carried.</p>	
SAC 1.5	<p>Conflicts Declared</p> <p>No conflicts were declared.</p>	
SAC 1.6	<p>Minutes of Last Meeting</p> <p>1.6.1. Minutes from September 16, 2021</p> <p>Motion made to approve the Board Chair/Vice Chair/Secretary Selection Meeting Minutes from the September 16, 2021 meeting as submitted.</p> <p>Motion by: Kathryn Carandang Seconded by: Karly Mallett</p> <p>All in Favour Motion Carried.</p>	
SAC 1.7	<p>Risk Limit Monitoring Reports</p> <p>1.7.1 Auditor's Report – Ruth Todd, KPMG</p> <p>Ruth Todd from the NCSAC auditing firm, KPMG, presented an Audit Findings Report and reviewed copies of the Draft Financial Statements for NCSAC for the year ending March 31st 2021. These Draft Financial Statements must be approved by the Board before the final copy can be issued and submitted with the Corporate Tax Return to CRA. KPMG had no disagreements with management on how to report things in the Financial Statements nor did they find any evidence of fraud, errors, or illegal acts.</p> <p>Ruth stated that Not-for-Profit organizations, such as NCSAC, should not be generating a large profit. When discussing the "Unrestricted Net Assets" Ruth explained to the Board that this covers profits from multiple years past that have accumulated and that an organization holds on their balance sheet. Currently NCSAC has an Unrestricted Net Asset of 3.65M; typically these profits have a purpose, and NCSAC should plan how to spend these funds.</p>	

	<p>Ruth also called attention to the fact that the COVID-19 pandemic had an impact over several factors including NCSAC operations (reduced revenues/expenses), reduced enrolment at the college, closures on campus, etc. With that, KPMG used this as an additional backdrop to the decisions and choices that were made during the Audit.</p> <p>Ruth also made mention that NCSAC qualified to receive the Canada Emergency Wage Subsidy that was put in place from March 2020 and has been extended until October 2021 to give employers some relief due to the decrease in revenue.</p> <p>When reviewing the Financial Statements, Ruth again mentioned that the cause for a decrease in multiple budget lines was due to reduced enrolment (therefore reduced revenue) from the COVID-19 pandemic, namely the U-Pass budget drastically dropped from 5.3M in 2020 to 640K in 2021; this was caused by the cancellation of the U-Pass when the college shut down.</p> <p>Motion made to approve the year-ending March 2021 Financial Statements as presented by KPMG.</p> <p>Motion by: Matthias Negrette Seconded by: Andrew Dykstra</p> <p>All in Favour, Motion Carried.</p> <p>1.7.2 Financial Condition – Steve Kosh</p> <p>Steve reviewed the Financial Condition section of the Global Risk Limit Policy. Steve clarified that KPMG is an external auditing firm and the NCSAC Finance Manager is internal.</p> <p>1.7.3 Emergency CEO Succession – Steve Kosh</p> <p>Steve reviews the Emergency CEO Succession Policy with the Board. It was explained that this policy is in place as a mechanism to protect the NCSAC organization and ensure that the CEO positions are filled.</p> <p>Steve called special attention to the resources available to aid NCSAC in filling the position.</p>	
<p>SAC 1.8</p>	<p>Ownership Linkage</p> <p>1.8.1. Develop Annual Student Linkage and Board Education Plan – Sam Jemison</p> <p>Sam posed the question to the Board of how they would like to connect with the students as owners for the 2021/2022 year. In the past NCSAC has employed in-person Town Halls, class rep programs, and virtual Instagram lives to engage with the students. Unfortunately, due to the pandemic, NC is not allowing any on campus events. It was stated that social media would be a great way to communicate with students, however there may be some students who don't utilize social media channels. Some other ideas that came up include: mass e-mails (ask questions, have polls, perhaps incentivize participation), google docs, orientation session about NCSAC, and surveys.</p> <p>Regarding Board education, Sam shared that 9/10 Directors will be attending the SUD (Student Union Development) Summit in British Columbia in October; this will be a great opportunity for the Directors to surround themselves with others in the realm of student associations. Additionally, Sam mentioned that there will be some</p>	

	professional development courses offered to Directors with more information to come.	
SAC 1.9	<p>Board Education: Internal & External</p> <p>1.9.1. President's Report – Sam Jemison</p> <p>The President's Report was sent to the Board at an earlier date for the Board to review.</p> <p>1.9.2. Executive Director Report – Steve Kosh</p> <p>The Executive Director's Report was sent to the Board at an earlier date for the Board to review.</p>	
SAC 1.10	<p>Ends Policy Development & Monitoring</p> <p>1.10.1. Review Strategic Ends Priorities – Sam Jemison</p> <p>Sam reviewed the Strategic Ends Policy with the Board. Sam reminded the Board that at its core, this policy outlines the reason for NCSAC's existence. Sam stated that this Policy will be reviewed throughout the year at Board meetings to ensure that the Board is making decisions on behalf of the membership and is functioning with these strategic ends in mind.</p> <p>Ends Policy –</p> <p>Level #1</p> <p style="text-align: center;">Because the Niagara College SAC exists: <i>Students enjoy an improved quality of life</i></p> <p>Level #2</p> <p>Students will enjoy:</p> <p>2.1. Good Health (health services, affordable products, nutrition, etc.)</p> <p>2.2. Social Interaction (involvement, travel, access, etc.)</p> <p>2.3. Skills Development (employment, leadership, etc.)</p> <p>2.4. Are heard/have a voice (with the College and other external bodies)</p>	
SAC 1.11	<p>Board Self-Evaluation</p> <p>1.11.1. Annual Planning (Board Policies BP #2f) –Sam Jemison</p> <p>Sam reviewed the Annual Planning Policy with the Board.</p> <p>1.11.2. Honourariums (BP #2i) – Sam Jemison</p> <p>Sam reviewed the Honourarium Policy with the Board. The question of whether the Director of Nursing & PSW position was going to be filled was asked. Sam explained that although there was a strong candidate for the job, after some conversations about eligibility, the candidate respectfully declined the position. As of right now, the position has been posted but there have not been any other applicants. As of right now, NCSAC is focusing on the ten Board members currently in office and will revisit filling this position soon.</p>	

	<p>Motion made to remove section 7 from the Honorarium Policy as it is no longer relevant.</p> <p>Motion by: Karly Mallett Seconded by: Andrew Dykstra</p> <p>All in Favour, Motion Carried.</p>	
<p>SAC 1.12</p>	<p>Board Decisions</p> <p>1.12.1. Transit – Steve Kosh, Sam Jemison</p> <p>The U-Pass program was suspended in March of 2020. NCSAC has been receiving some comments from students regarding the suspension of the program. Steve and Sam facilitated a virtual presentation addressing student concerns and explained why NCSAC didn't have a U-Pass, why it had been suspended, and why the program isn't back for Fall 2021, (the reason why the U-Pass program is still suspended is due to lack of student population on campus), the last point that they discussed during the presentation is how the U-Pass program would be reinstated.</p> <p>Because the U-Pass is an ancillary fee, it has to be voted back in by way of a student referendum, which usually takes place in March during NCSAC Elections; the U-Pass ancillary fee question would appear on each student's voting ballot (along with who they would like to vote for), "Do you support the implementation of a U-Pass in September 2022 at the cost of \$XXX?" Referendums needs to pass by 50% +1. If the referendum does pass, that fee would come back to the NCSAC Board for approval, and then it would go to the NC Board of Governors (BOG) for final approval.</p> <p>Steve noted that ancillary fees start in September each year and go through the year until August. If there was a referendum held and passed the U-Pass wouldn't be implemented until September of that year.</p> <p>Steve explained that since there is still a low student population on campus, the math of charging a U-Pass fee to all students didn't make sense. Most students wouldn't benefit from having to pay for a U-Pass when they aren't travelling to campus several days a week, having most of their classes on-line.</p> <p>When NCSAC suspended the U-Pass, there was approximately \$150,000 of U-Pass money in the U-Pass budget. Steve and Sam proposed the idea of introducing a U-Pass bursary for students who are travelling to campus 4-5 days a week to reduce transit costs. Steve did mention that if NCSAC does support this bursary, it would likely be something that would need to be offered to students in the Fall 2021, Winter 2022, and Spring 2022 semesters.</p> <p>A question was asked regarding possible overspending if enrolment increases in Winter and Spring 2022 semesters. Steve stated that NCSAC has a surplus in Reserves that can be used to fund programs like this student bursary.</p> <p>By consensus, the Board directed Steve and Sam to investigate options for implementing a NCSAC Transit bursary.</p>	
<p>SAC 1.13</p>	<p>Strategic Plan Monitoring</p> <p>1.13.1. Strategic Plan (Vision) – Sam Jemison</p> <p>Each Board meeting, Sam will review a particular section of the NCSAC Strategic Plan.</p>	

	<p>Vision (Our future hope for students!)</p> <p style="text-align: center;">We; Represent, Support and Enhance Student Life</p> <p>We realize that our society, as well as the world of post-secondary education is constantly changing. NCSAC's strives to improve the lives of students, so they can achieve their dreams, goals, and aspirations. We embrace a sense of community that is central in all we do.</p>	
<p>SAC 1.14</p>	<p>Meeting Evaluation</p> <p>To ensure "good governance" each Director received a Meeting Evaluation Survey at the end of the meeting. It is important for the Directors to evaluate each Board of Directors meeting. Each Director received the Meeting Evaluation on their governance portal and were asked to complete it.</p>	
<p>SAC 1.15</p>	<p>Adjournment</p> <p>Motion to adjourn the meeting at 9:17 p.m.</p> <p>Motion by: Kathryn Carandang Seconded by: Matthias Negrette</p> <p>All in Favour, Motion Carried.</p>	

Approved:

Board Chair

Board Secretary