



AGENDA
Board of Directors Meeting

November 16, 2023

Welland Campus

Board Room SA208

Board Chair: Joel Droogh
Board Vice Chair: Melissa Graham
Board Secretary: Nishchay Pal
Scribe: Heather Storey

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| 1. Call to order | 7:00 p.m. |
| 2. Reconciliation Statement | 7:02 p.m. |
| 3. Attendance and Quorum Call | 7:04 p.m. |
| 4. Agenda & Motions Approval | 7:09 p.m. |
| 5. Conflicts Declared | 7:12 p.m. |
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| 6. Meetings of Last Meeting | |
| 6.1. October 17, 2023 | 7:14 p.m. |
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| 7. Board Education: Internal & External | |
| 7.1. President's Report - Dipal Patel | 7:17 p.m. |
| 7.2. Executive Director's Report - Steve Kosh | 7:22p.m. |
| 7.3. Ownership Linkage Report (DJP Campus) - Chris Fullerton | 7:27 p.m. |
| 7.4. Ownership Linkage Report (Welland Campus) - Dipal Patel | 7:32 p.m. |
| 7.5. Strategic Plan Monitoring Report - Steve Kosh | 7:37 p.m. |
| 7.6. Committee Attendance Report - Joel Droogh | 7:39 p.m. |
| 7.7. Meeting Evaluation Report - Dipal Patel | 7:44 p.m. |
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| 8. Operational Monitoring: Risk Management | |
| 8.1. Compensation & Benefits - Steve Kosh | 7:52 p.m. |
| 8.2. Asset Protection - Steve Kosh | 7:57 p.m. |
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| 9. Board Self-Evaluation | |
| 9.1. Code of Conduct Policy - Dipal Patel | 8:02 p.m. |
| 9.2. Global Governance Management Delegation - Dipal Patel | 8:04 p.m. |
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| 10. Board Decisions/Discussions | |
| 10.1. January Retreat - Dipal Patel | 8:06 p.m. |
| 10.2. Election Dates - Dipal Patel | 8:11 p.m. |
| 10.3. Policy Amendments | |
| 10.3.1. Succession Planning of President - Dipal Patel | 8:16 p.m. |
| 10.3.2. Succession Planning of Executive Director (Updated) - Joel Droogh | 8:31 p.m. |
| 10.3.3. Elections Policy (Updated) - Joel Droogh | 8:36 p.m. |
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| 11. Meeting Evaluation | 8:41 p.m. |
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| 12. Adjournment | 8:43 p.m. |

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Board of Directors Meeting

November 16, 2023

Welland Campus

Present: Steve Kosh Dipal Patel Joel Droogh Michael Villaspin
Prabin Bajal Grace Stanley Melissa Graham Jasleen Kaur
Chris Fullerton Bernie Canillas Lindsay Dockrill

On-line: Nikhil Gupta

Regrets: Nishchay Pal Nishita Vekaria

Guests: Patricia General Montanna Taylor

Scribe: Heather Storey

Action Items

SAC 4.1	Call to Order The meeting is called to order at 7:00 p.m.	
SAC 4.2	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 4.3	Attendance and Quorum Call PRESENT <ol style="list-style-type: none">1. Nikhil Gupta2. Joel Droogh3. Michael Villaspin4. Prabin Bajal5. Grace Stanley6. Melissa Graham7. Jasleen Kaur8. Chris Fullerton9. Bernie Canillas10. Lindsay Dockrill REGRETS: <ol style="list-style-type: none">1. Nishita Vekaria2. Nishchay Pal 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 7/12 Directors must be present. There were 10 Directors present, and therefore quorum was achieved.	
SAC	Agenda & Motions Approval	

<p>4.4</p>	<p>Motion made to approve the agenda for the November 16, 2023 Board of Directors meeting as submitted.</p> <p>Motion by: Chris Fullerton Seconded by: Melissa Graham</p> <p>Discussion: It was pointed out that due to Nishita not being in attendance, that the two agenda items that she was assigned to present (7.4 Ownership Linkage Report (Welland); 10.3.1 Policy Amendment: Succession Planning of President), be changed to Dipal Patel.</p> <p>All in Favour, Motion Carried.</p> <p>Motion made to approve the prepared motions for the November 16, 2023 Board of Directors meeting as submitted.</p> <p>Motion by: Chris Fullerton Seconded by: Bernie Canillas</p> <p>All in Favour, Motion Carried.</p>	
<p>SAC 4.5</p>	<p>Conflicts Declared</p> <p>No conflicts were declared.</p>	
<p>SAC 4.6</p>	<p>Approval of Previous Meeting Minutes</p> <p>Motion to approve the Previous Meeting Minutes from the October 17, 2023 Board of Directors Meeting as submitted.</p> <p>Motion by: Prabin Bajal Seconded by: Jasleen Kaur</p> <p>All in Favour, Motion Carried.</p>	
<p>SAC 4.7</p>	<p>Board Education: Internal & External</p> <p>4.7.1. President's Report - Dipal Patel</p> <p>The President's Report was sent to the Board at an earlier date for the Board to review.</p> <p>Dipal has been working alongside Steve and Heather to orchestrate some meetings with Janis Riven, who will be overseeing the development of the NCSAC Strategic Plan. In addition, Dipal, Steve and Heather have been working to organize and plan the January 2024 Retreat. Dipal also spoke about Project Refresh, which has proven to be a great opportunity for students to voice their opinions about they would like to see in the future on campus at Niagara College. Dipal has also had several public speaking engagements where she's been asked to deliver a speech, including convocation ceremonies and Niagara Day (Dipal has also been contacted by some professors to present to their classes to talk about the NCSAC Elections). Dipal has also been involved in the launch of BrightSpace, in term of filming instructional videos. In terms of advocacy, Dipal ensures she is in constant communication with students, so she is aware of their needs. Dipal has also been in communication with the Equity, Diversity, and Inclusion (EDI) Workplace manager Samah and Brooke to discuss more student initiatives and learn about how the action items will come to life at NC. In terms of advocacy, Dipal is very involved with Ontario Student Voices (OSV) and a lot of time and work has been put into the provincial advocacy organization in forms of corporate documents, board meetings as well as committee meetings and working groups. With the planning of Q2 at NC, Patel has been able to confirm the attendance of some college personnel to educate the OSV board. Lastly, Dipal stated that she was excited to celebrate Diwali on November 17th alongside the students of NC!</p> <p>4.7.2. Executive Director Report - Steve Kosh</p>	

Steve addressed Niagara College Toronto (NCT) and explained that he met with Sean Coote, Dipal, Heather, and the Director of Student Services at NCT last Tuesday and has a very productive conversation surrounding how NCSAC can support NCT and work together. Steve noted that the previous Director of Student Services at NCT has since left and with that, they've seen some loss of student engagement at the NCT campus. Dipal has sent out a follow-up e-mail to the group to regroup and continue the conversation.

In regards to Ancillary Fee Protocol Committee, the first meeting will likely take place in early December. Adam Dusome, the Chair of the Committee, will be reaching out the committee members to schedule the first meeting, which will be an overview of the process. There will likely be another committee meeting in January, and one or two in February.

Steve is working with Jaclyn Tanguay, Student Services Managers, on the domestic Health Plan Fee and the pricing. Currently, the September fee is \$320 for 12 months of coverage, and the January fee is \$320, for only 8 months of coverage. May students pay a fee of \$210 for 4 months of coverage. Steve and Jaclyn have reached out to Darren Vanecko, who works for our Health Plan Provider to discuss implementing a per semester fee that every student pays.

In terms of the Audit with KPMG. Steve stated that NCSAC's year end was March 31st, 2023. Typically, KPMG handles the college audit in April/May and then come to NCSAC in June/July. With the loss of NCSAC's previous Finance Manager, NCSAC was not prepared to begin the audit in July, and asked KPMG to come back in the Fall. They are currently completing the audit now, and Steve projects them to be complete by the end of the month. It is likely that KPMG will present the Audit findings at the December Board Meeting.

Steve also provided a staffing update to the Board. Once the Audit is complete, NCSAC will be posting a full-time Finance Manager by the end of November, with interviews taking place prior to the winter break. It is Steve's hope that the new Finance Manager begins their role in January 2024. Steve also wanted to call attention to a NCSAC staff member, Denise Ryan, Café Supervisor at Welland, winning the Niagara College Champion Award at Niagara Day.

Steve attended the regional AMICCUS-C conference in Peterborough alongside 40 other student association professionals. This conference focuses on professional development, and then there are a lot of round tables focused on your position. One topic that was discussed was that a food bank in Brampton has closed their doors to international students. There was some fruitful conversations on how money that is already coming to campus, and how it can be repurposed to benefit food insecurity programs.

With Campus Refresh, the College is looking to set the construction standard for new buildings. Nadeen Shehaiher, Senior Director of Planning, Sustainability, & Capital Projects is overseeing the Masterplan and she is very interested in hearing from students on what they want to see on campus. Nadeen has asked to informally meet with NC and NCSAC to ensure that the student voice is being heard. Nadeen will be in attendance at the December Board Meeting.

Lastly, the vending machines are currently being wrapped with NCSAC branding. The credit card payment system needs to be changed so that NCSAC is the one receiving payment. As well, NCSAC needs to ensure that we are allowed to sell other companies' products in the vending machine.

4.7.3 Ownership Linkage Report (DJP Campus) - Chris Fullerton

The Ownership Linkage Report was sent to the Board at an earlier date for the Board to review.

Chris expressed his disappointment with the responses from the Board when planning the Ownership Linkage. He encouraged the Board to ensure they are responding to requests from

	<p>fellow board members to ensure that NCSAC succeeds. Chris stated that he felt that his promotional booth went relatively well and was able to interact with lots of students.</p> <p>4.7.4 Ownership Linkage Report (Welland Campus) - Dipal Patel</p> <p>Nishita hosted an Instagram Live along with a in-person promotional booth. Dipal mentioned that this was last minute, and likely did not receive as much engagement as it could have.</p> <p>Dipal also mentioned that the data that NCSAC received from the students (from both campuses) surrounding sustainable cutlery has been sent to Taryn Wilkinson, Sustainability Manager.</p> <p>4.7.5 Strategic Plan Monitoring Report - Steve Kosh</p> <p>Steve stated that, in the future, once the new NCSAC Strategic Plan has been created, this section in the Board Meetings will grow.</p> <p>Steve, Heather, and Dipal have been working with Janis Riven, who will be the facilitator overseeing the development of the Strategic Plan, and had scheduled a workshop for Tuesday November 21, 2023, however Steve mentioned that this workshop has had to be postponed and will likely be rescheduled in the new year. The Board will be sent some Strategic Plan priorities and will be asked to rank them in order of importance. Steve also reminded the Board to complete their Strategic Plan Assessment that Heather sent out. It was stated that these tools will assist Janis in helping NCSAC create the new Strategic Plan and will clarify the director of the new plan.</p> <p>4.7.6 Committee Attendance Report - Joel Droogh</p> <p>The Committee Attendance Report was sent to the Board at an earlier date for the Board to review.</p> <p>4.7.7 Meeting Evaluation Report - Joel Droogh</p> <p>The Meeting Evaluation Report was sent to the Board at an earlier date for the Board to review. There were 12 respondents.</p>	
<p>SAC 4.8</p>	<p>Operational Monitoring: Risk Management</p> <p>4.8.1 Compensation & Benefits - Steve Kosh</p> <p><i>Neither the President nor the Executive Director shall cause or allow any organizational practice, activity, decision or circumstance, which is:</i></p> <ul style="list-style-type: none"> ▪ <i>illegal</i> ▪ <i>imprudent</i> ▪ <i>unethical</i> <p><i>Specifically, the President and Executive Director shall, individually based on their own areas of responsibility, provide evidence to the Board that the following areas of the operations are managed in ways that are prudent, ethical and legal:</i></p> <p><i>[...]</i></p> <p>1.3 Compensation and benefits for staff, students and volunteers must be consistent with the geographic and professional market. As well the President nor the Executive Director cannot change their own compensation or benefits.</p> <p>Steve explained that geographically, NCSAC is in line with the compensation packages that it offers the staff in the industry. Steve also clarified that the President and Executive Director are</p>	

	<p>not able to change their compensation, and instead any increases are managed in policy and include Consumer Price Index (CPI). All staff salaries and wages are managed by CPI as well.</p> <p>4.8.2 Asset Protection – Steve Kosh</p> <p><i>Neither the President nor the Executive Director shall cause or allow any organizational practice, activity, decision or circumstance, which is:</i></p> <ul style="list-style-type: none"> ▪ <i>illegal</i> ▪ <i>imprudent</i> ▪ <i>unethical</i> <p><i>Specifically, the President and Executive Director shall, individually based on their own areas of responsibility, provide evidence to the Board that the following areas of the operations are managed in ways that are prudent, ethical and legal:</i></p> <p>[...]</p> <p>1.6 Protection of assets: <i>There must be proof of adequate insurance, prudent purchasing policies and practices in place.</i></p> <ul style="list-style-type: none"> • <i>As well the image and reputation of the organization must be protected, and relationships with external bodies must be protected and maintained.</i> • <i>Each year, the Board will determine the annual mix of investments (low risk) based on a recommendation from the Executive Director, President and Finance Manager.</i> <p>Insurance is the most important way that NCSAC protects its assets (staff/property). Steve mentioned that NCSAC has Director/Officer Liability Insurance through Hub Insurance. In regards to practices about purchasing, there are procedures in place to ensure NCSAC is being financially responsible. As a not-for-profit student association, NCSAC is limited in how we are able to handle investments. NCSAC has approximately \$604k in low-risk GIC's. As a not-for-profit, the organization would not allowed to take that money out and make high-risk decisions (ex. Casino, stock market).</p>	
<p>SAC 4.9</p>	<p>Board Self-Evaluation</p> <p>4.9.1 Code of Conduct Policy – Dipal Patel</p> <p>Dipal reviewed the Code of Conduct Policy with the Board.</p> <p>4.9.2 Global Governance Management Delegation – Dipal Patel</p> <p>Dipal review the Global Governance Management Delegation Policy with the Board.</p>	
<p>SAC 4.10</p>	<p>Board Decisions</p> <p>4.10.1 January Retreat – Dipal Patel</p> <p>The January Retreat will take place from Friday January 5, 2024 – Sunday January 7, 2024. NCSAC has rented a house in Sherkston for accommodations. It was mentioned that all the details for Retreat will be uploaded on the Aprio portal.</p> <p>4.10.2 Election Dates – Steve Kosh</p> <p>In the Election Policy, it states: “Election dates will be set annually by the Board of Directors.” Steve mentioned that there are three different phases during the Election process: (1) Nomination, (2) Campaigning, (3) Voting.</p>	

According to the NCSAC By-laws and Board Policies, there are some dates that are written into our corporate documents that dictate when they will take place (i.e. the Presidential Nomination Package will be available the first day of classes in the Winter semester).

- Monday January 8, 2024 - Presidential Kits available
- Friday January 19, 2024 - Presidential Kits due by 4:00 p.m.
- Week of January 22, 2024 - Presidential Vote of Confidence
- Monday January 29, 2024 - Election Kits available
- Friday February 9, 2024 - Election Kits due by 4:00 p.m.
- Tuesday February 20, 2024 - All Candidate's Meeting - Virtual
- Monday March 4, 2024 - Campaigning begins at 8:00 a.m.
- Monday March 11, 2024 - Online voting begins at 12:00 a.m.
- Thursday March 14, 2024 - Campaigning and On-line voting ends at 4:00 p.m.
- Friday March 15, 2024 - All Election results announced at 12:00 p.m.
- March 18 - 22, 2024 - Candidates may file an appeal
- March 25 - 29, 2024 - CRO reviews appeal(s)

Motion to approve the Election Dates as submitted.

Motion by: Melissa Graham
Seconded by: Chris Fullerton

All in Favour, Motion Carried.

4.10.3 Policy Amendments

4.10.3.1 Succession Planning of President - Dipal Patel

As per the directive from the Board, the By-law and Policy Committee created a Succession Planning of President Policy to protect the organization in the event that a President steps down from their position, or is otherwise removed.

Motion to approve the Succession Planning of President Policy as submitted.

Motion by: Michael Villaspin
Seconded by: Chris Fullerton

All in Favour, Motion Carried.

4.10.3.2 Succession Planning of Executive Director (Updated) - Joel Droogh

The contact information was updated to more current resources.

Motion to approve the revised Succession Planning of Executive Director as submitted.

Motion by: Melissa Graham
Seconded by: Bernie Canillas

All in Favour, Motion Carried.

4.10.3.3 Election Policy (Updated) - Joel Droogh

Some of the major changes to the policy included:

- Including an online component to submitting election packages
- Removing the option for candidates to select a scrutineer

	<ul style="list-style-type: none"> • Removing the requirement for Presidential candidate as well as Director candidates to obtain signatures in order to run in the election • Removing the language surrounding President Vacancies, and instead referring to the new President Succession Planning of President Policy. • Adding the ability for the Election Tribunal to revoke reimbursement of election expenses. <p>Motion to approve the revised Elections Policy as submitted.</p> <p>Motion by: Michael Villaspin Seconded by: Nikhil Gupta</p> <p>All in Favour, Motion Carried.</p>	
<p>SAC 4.11</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 4.12</p>	<p>Adjournment</p> <p>Motion to adjourn the meeting at 8:56 p.m.</p> <p>Motion by: Chris Fullerton Seconded by: Jasleen Kaur</p> <p>All in Favour, Motion Carried.</p>	