

Board of Directors Meeting

November 12, 2021

E-mail Meeting

Included in

E-mail: Steve Kosh Sam Jemison Urooj Rajput Marianna Spivak
 Matthias Negrette Fope Akomolafe Kathryn Carandang Andrew, Dykstra
 Dipal Patel Karly Mallett Ola Ajileye Saleh Mahrokhzad

Scribe: Heather Storey

Action Items

SAC 3.1	<p>E-mail Sent November 9, 2021</p> <p>Fope Akomolafe, NCSAC Board Chair, sent an e-mail out to the Board of Directors on November 9, 2021 outlining the violations that have been made by Saleh Mahrokhzad in regards to the NCSAC By-laws (5.5 – Director Resignation) and Policies (Board Member's Code of Conduct and Governing Style).</p> <p>By-law 5: Directors</p> <p>5.5 Resignation [...] A Director will be deemed to have resigned upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> (e) misses more than two (2) Board meetings without proper notice (which shall be determined by Special Resolution of the Board); (f) fails to perform his/her duties as a Director, as determined by Special Resolution of the Board; (g) violates the Corporation's governing documents, including Board and operational policies and procedures, the Articles, and the By-Laws; <p>POLICY TYPE: BOARD PROCESS BP #2b POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT The board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.</p> <p>7. A Board member is considered to have resigned if he/she is absent from more than 2 meetings without proper notice. The Secretary will notify the Chair when this a board member misses two meetings, and the Chair will handle this according to the By-Laws.</p> <p>POLICY TYPE: BOARD PROCESS BP #2a POLICY TITLE: GOVERNING STYLE</p> <p>3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability. Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force.</p> <p>Fope stated that the Board will be expected to read through the By-laws and Policies and educate themselves on this matter. He also stated that a formal vote will be sent out via e-mail on Friday November 12, 2021 to remove Saleh Mahrokhzad as the NCSAC Director of Trades.</p>	
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	Fope explained that this vote would need to pass by " Special Resolution " meaning a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.	
SAC 3.2	<p>E-mail Sent November 12, 2021</p> <p>Motion to enact NCSAC By-Law Article V 5.5 (Resignation of NCSAC Board of Director member) regarding the 2021-2022 NCSAC Director of Trades (Saleh Mahrokhzad) and remove said Director from the 2021-2022 NCSAC Board of Directors.</p> <p>Motioned by: Marianna Spivak Seconded by: Matthias Negrette</p> <p>Discussion: It was asked if Saleh Mahrokhzad had been notified of this matter. It was stated that he was included on all e-mail communication (both his personal and professional e-mail accounts) and has not reached out to discuss.</p> <p>In Favour: 8 No response: 2</p> <p>Motion Carried.</p>	
SAC 3.3	<p>E-mail Sent November 17, 2021</p> <p>On November 17, 2021 Fope sent an e-mail to Saleh to inform him of the Board's decision to remove him as the NCSAC Director of Trades and as such, he will no longer receive an honorarium.</p>	

Approved:

Board Chair

Board Secretary