

AGENDA
Board of Directors Meeting
April 22, 2020
Conference Call
Zoom Meeting

Board Chair: Jordan Bingleman
Board Vice Chair: Emanuelle Atsain
Board Secretary: Chris Allan
Scribe: Heather Storey

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| 1. Call to order | 1:00 p.m. |
| 2. Attendance and Quorum Call | 1:01 p.m. |
| 3. Agenda Approval | 1:05 p.m. |
| 4. Conflicts Declared | 1:07 p.m. |
| 5. Board Decisions | |
| 5.1. Strategic Plan – Tom Price | 1:10 p.m. |
| 6. Minutes of Last Meeting | |
| 6.1. Board of Directors Conference Call April 15, 2020 | 1:20 p.m. |
| 7. Risk Limit Monitoring Report | |
| 7.1. Relevant Legislation (IR) (Board Policy RL #1 - pg. 8) – Tom Price | 1:21 p.m. |
| 8. Board Self-Evaluation | |
| 8.1. Monitoring CEO Performance (Board Policies BMD #2b - pg. 6) – Tom Price | 1:25 p.m. |
| 9. Board Decisions | |
| 9.1. Honorarium Policy Proposed Amendments – Tom Price | 1:30 p.m. |
| 9.2. Board Structure – Tom Price | 1:35 p.m. |
| 9.3. Nourishing Minds Funding Update – Tom Price | 1:50 p.m. |
| 9.4. Transit Update – Steve Kosh | 1:55 p.m. |
| 10. Adjournment | 2:00 p.m. |
| 11. In Camera | |

Board of Directors Meeting

April 22, 2020
Conference Call
Zoom Meeting

Present: Tom Price Steve Kosh Jordan Bingleman Chris Allan
 Tristen Ritcey Craig Shanks Landry Wamba Talom Emanuelle Atsain

Regrets: Himjot Kaur

Absent: Robert Reid

Guests: Fope Akomolafe Matthias Negrette Savanna Schnierle Alex Vancaeyzeele
 Samantha Jemison Jaclyn-Rae Tanguay

Scribe: Heather Storey

Action Items

<p>SAC 13.1</p>	<p>Call to Order</p> <p>The meeting is called to order at 1:00 p.m.</p>	
<p>SAC 13.2</p>	<p>Attendance and Quorum Call</p> <p>PRESENT</p> <ol style="list-style-type: none"> 1. Jordan Bingleman 2. Emma Atsain 3. Chris Allan 4. Tristen Ritcey 5. Landry Wamba Talom 6. Craig Shanks <p>REGRETS</p> <ol style="list-style-type: none"> 1. Himjot Kaur <p>ABSENT</p> <ol style="list-style-type: none"> 1. Robert Reid <p>According to the NCSAC By-laws Article 6: Meetings of Directors</p> <p>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.</p> <p>Majority = 50% +1 which is 5/8 Directors must be present.</p> <p>There were 6 Directors present, and therefore quorum was achieved.</p>	
<p>SAC 13.3</p>	<p>Agenda Approval</p> <p>Motion made to approve the agenda for the April 22, 2020 Board of Directors meeting.</p> <p>Motion by: Chris Allan Seconded by: Tristen Ritcey</p> <p>All in Favour, Motion Approved.</p>	

<p>SAC 13.4</p>	<p>Conflicts Declared</p> <p>No conflicts were declared.</p>	
<p>SAC 13.5</p>	<p>Board Decisions</p> <p>13.5.1. Strategic Plan – Tom Price</p> <p>Tom presented the final Vision, Mission, Value Statements:</p> <p><u>Vision:</u> We; Represent, Support and Enhance Student Life</p> <p><u>Mission:</u> Creating a supportive and inclusive environment through exceptional activities, relevant services, and ethical advocacy that meets the needs of our student community.</p> <p><u>Values:</u> We are Accountable. We back up what we say with action and are open and transparent in how we make decisions. We Represent. We defend and stand up for the rights of our students and their interests. We are Inclusive. We embrace diversity, are accepting of others, and create a sense of family through collaboration. We are Adaptable. We demonstrate creativity and take initiative in responding to a changing environment.</p> <p>Motion to approve the final draft strategic statements for the Niagara College Student Administrative Council for utilization by NCSAC and to inform the completion of the Strategic Plan.</p> <p>Motion by: Craig Shanks Seconded by: Landry Wamba Talom</p> <p>Discussion: The next steps of the Strategic Plan are to circulate a survey created by David Veres to different student groups to gain their feedback then NCSAC will be hosting a virtual World Café. Tom noted that even with the office closure due to COVID-19, the original timeline that was put in place is still on target.</p> <p>All in Favour, Motion Approved.</p>	
<p>13.6</p>	<p>Minutes of Last Meeting</p> <p>13.6.1. Board of Directors Conference Call April 15, 2020</p> <p>Motion to approve the minutes from the April 15, 2020 Board of Directors Conference Call as submitted.</p> <p>Motion by: Craig Shanks Seconded by: Jordan Bingleman</p> <p>All in Favour, Motion Approved.</p>	

<p>13.7</p>	<p>Risk Limit Monitoring Report</p> <p>13.7.1. Relevant Legislation (IR) (Board Policy RL #1 – pg. 8) – Tom Price</p> <p>Tom stated that this is an opportunity to educate the board on the work NCSAC is doing and how it is compliant under the Risk Limit policy which states:</p> <p>“[...] 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:</p> <p>1.9 All relevant legislation must be complied with. Evidence must be presented to the Board on a regular basis of the relevant legislation and compliance.”</p> <p>Tom outlined the different pieces of relevant legislation that NCSAC is in compliance with including:</p> <p>The Employment Standards Act, 2000, S.O. 2000, c. 41</p> <ul style="list-style-type: none"> • Employment contracts • Operational Procedures <p>Occupational Health & Safety Act, R.S.O. 1990, c. 0.1</p> <ul style="list-style-type: none"> • Health & Safety Committee • Certified Health & Safety Representatives • Health & Safety Inspections • Health & Safety Committee Meetings <p>Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15</p> <ul style="list-style-type: none"> • By-laws and Policies • Work with Anna Naud, Corporate Lawyer with Mason Bennet Johncox Professional Corporation <ul style="list-style-type: none"> - Development of Board By-laws - Recent legal opinion on Board Structure • Work with Catherine Raso, MBA and President of CMR Governance Consulting <ul style="list-style-type: none"> - Development of Board Policies - Several training workshops <p>Niagara Regional Public Health</p> <ul style="list-style-type: none"> • Health Protection and Promotion Act • Ontario Food Premises Regulation 562 • Niagara Region Safe Food Handling By-law #78 	
<p>13.8</p>	<p>Board Self Evaluation</p> <p>13.8.1. Monitoring CEO Performance (Board Policies BMD#2b pg. 6) – Tom Price</p> <p>Tom reviewed the 'Monitoring CEO Performance' Board Policy with the Board.</p>	
<p>SAC 13.9</p>	<p>Board Decisions</p> <p>13.9.1. Honorarium Policy Proposed Amendments – Tom Price</p>	

During the time of COVID-19, the current NCSAC Board will continue their term of office until a Meeting of Members can be held to ratify the elected incoming Board. As such, there was an amendment added to the policy that states the necessary engagement and commitment of the Board members in order to receive the weekly honorarium:

“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.”

Motion to approve the revised Honorarium Policy as submitted.

Motion by: Tristen Ritcey
Seconded by: Emma Atsain

All in Favour, Motion Approved.

13.9.2. Board Structure - Tom Price

In regards to Board Structure, NCSAC reached out to Anna Naud to gain her legal opinion in regards to how NCSAC can move forward for the interim, those options were presented at the last board meeting. One question that NCSAC posed to Anna was when the 'interim' Board would dissolve. Anna stated that the interim Board would be active until there can be a Meeting of the Members held in order to ratify the elected 2020/2021 Board of Directors, at that time the 2020/2021 Board will take office.

Tom also mentioned that nominations for Past Board Member and Vice Chair would be accepted at the April 29, 2020 meeting. These positions will be available for the current 2019/2020 Board members.

13.9.3. Nourishing Minds Funding Update – Tom Price

Tom received a phone call from Sean Kennedy last Friday; during the conversation Sean announced that Niagara College will be donating an additional \$100,000 to the Nourishing Minds Virtual Grocery Gift Card Program. This money will go a long way in assisting many Niagara College students during this uncertain time. It is the intention that this additional \$100,000 will last until the end of May. There are also some additional funds in the amount of \$30,000 that came from various donations and reallocations. NCSAC will be moving towards a bulk order system with Wal-Mart Canada in order to facilitate a system that will expedite the process and allow students to receive their virtual gift card much faster.

13.9.4. Transit Update – Steve Kosh

Steve has been working with Vince Malvaso, Director of Finance at Niagara College and Matt Robinson from The Region in regards to transit over the summer months. The Region is reluctant to offer a discounted monthly student pass. The Region is looking to receive payment in the amount of \$480,000 from either Niagara College or NCSAC in order to allow NC students to ride transit throughout the summer. The issue with this is (1) Most transit systems will be offering free rides over the summer months; (2) Since the spring/summer semester is going to be virtual, there is no academic reason a NC student would need a bus pass, (3) No one knows when this pandemic will end. NCSAC has asked The Region to work on

Tom
Price

	a discounted monthly student bus pass that can be purchased directly through The Region.	
SAC 13.10	<p>Adjournment</p> <p>Motion to adjourn the meeting at 1:33 p.m.</p> <p>Motion by: Chris Allan Seconded by: Craig Shanks</p> <p>All in Favour, Motion Approved.</p>	
13.11	<p>In Camera</p> <p>Motion to go In Camera.</p> <p>Motion by: Chris Allan Seconded by: Emma Atsain</p> <p>All in Favour, Motion Approved.</p> <p>Motion to go Out of Camera.</p> <p>Motion by: Chris Allan Seconded by: Tristen Ritcey</p> <p>All in Favour, Motion Approved.</p>	

Approved:

Board Chair

Board Secretary