

**AGENDA**  
**Board of Directors Meeting**  
September 24, 2024  
Welland Campus - Board Room SA208

Board Chair: Chris Fullerton  
Board Vice Chair: Mercy Deborah Santhana Krishnan

Board Secretary: Vacant  
Scribe: Heather Storey

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|--|------------------|
| <b>1. Call to order</b>  | <b>7:00 p.m.</b> |
| <b>2. Reconciliation Statement</b>   | <b>7:01 p.m.</b> |
| <b>3. Attendance and Quorum Call</b>   | <b>7:09 p.m.</b> |
| <b>4. Agenda &amp; Motions Approval</b>  | <b>7:06 p.m.</b> |
| <b>5. Conflicts Declared</b>   | <b>7:08 p.m.</b> |
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| <b>6. Meetings of Last Meeting</b>   |                  |
| 6.1. Board of Director Meeting Minutes - April 17, 2024                                  | 7:10 p.m.        |
| 6.2. Strategic Plan Approval Minutes - April 25, 2024                                    | 7:12 p.m.        |
| 6.3. Board Chair, Vice Chair, Secretary Selection Minutes - May 2, 2024                  | 7:14 p.m.        |
| 6.4. Car Show Sponsorship Minutes - May 27, 2024   | 7:16 p.m.        |
| 6.5. Espresso Machine Approval Minutes - June 7, 2024                                    | 7:18 p.m.        |
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| <b>7. Ownership Linkage</b>  |                  |
| 7.1. Ownership Linkage September Report - Hish Clifford, Mercy Deborah Santhana Krishnan | 7:20 p.m.        |
| 7.2. Director Drop-In Sessions - Hish Clifford   | 7:25 p.m.        |
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| <b>8. Board Education: Internal &amp; External</b>                                       |                  |
| 8.1. President's Report - Dipal Patel  | 7:30 p.m.        |
| 8.2. Executive Director's Report - Steve Kosh  | 7:35 p.m.        |
| 8.3. Strategic Plan Monitoring Report - Steve Kosh                                       | 7:40 p.m.        |
| 8.4. Transit Advocacy Update - Hish Clifford   | 7:45 p.m.        |
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| <b>9. Ends Policy Development &amp; Monitoring</b>                                       |                  |
| 9.1. Review Strategic Ends Priorities - Dipal Patel                                      | 7:50 p.m.        |
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| <b>10. Operational Monitoring: Risk Management</b>                                       |                  |
| 10.1. Succession Planning of Executive Director - Steve Kosh                             | 7:53 p.m.        |
| 10.2. Financial Condition - Steve Kosh   | 7:58 p.m.        |
| <br>   |                  |
| <b>11. Board Self-Evaluation</b>   |                  |
| 11.1. Annual Planning Policy - Dipal Patel   | 8:08 p.m.        |
| 11.2. Honouarium Policy - Dipal Patel  | 8:11 p.m.        |
| <br>   |                  |
| <b>12. Board Decisions</b>   |                  |
| 12.1. Ratification of New Directors - Chris Fullerton                                    | 8:18 p.m.        |
| 12.2. Vacant Director Positions - Chris Fullerton  | 8:23 p.m.        |
| 12.3. Secretary Selection  | 8:28 p.m.        |
| 12.3.1. Call for Nominations for the 2024-2025 NCSAC Board Secretary - Chris Fullerton   | 8:28 p.m.        |
| 12.3.2. Voting for the 2024-2025 NCSAC Board Secretary - Chris Fullerton                 | 8:38 p.m.        |
| 12.4. By-law Amendments (ONCA)/Special Meeting of Members - Heather Storey               | 8:43 p.m.        |
| <br>   |                  |
| <b>13. Meeting Evaluation</b>  | <b>8:53 p.m.</b> |
| <br>   |                  |
| <b>14. Adjournment</b>   | <b>8:55 p.m.</b> |

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**Board of Directors Meeting**

September 24, 2024

Welland Campus

Present: Steve Kosh                      Dipal Patel                      Bruin Pol                      Caleb Simoneau  
 Chris Fullerton                      Hish Clifford                      Krysa McReynolds-Huang  
 Sukhpreet Singh Gosal      Mausam Gurung                      Shreya Shah  
 Mercy Deborah Santhana Krishnan

Scribe: Heather Storey

Action Items

<p><b>SAC 4.1</b></p>	<p><b>Call to Order</b></p> <p>The meeting is called to order at 7:00 p.m.</p>	
<p><b>SAC 4.2</b></p>	<p><b>Reconciliation Statement</b></p> <p>Niagara College acknowledges that we are gathered on the shared traditional lands of the Anishinaabe and Haudenosaunee. We offer our sincere gratitude to them as the stewards of this land, which is protected by the Dish With One Spoon Wampum agreement's three principles: to take only what you need, leave enough for others, and always keep the dish clean. Today, many First Nations, Métis, and Inuit communities from across Turtle Island continue to live and work in this territory. Acknowledging the peoples whose territory we are on, and the agreements that guide their stewardship of the land, reminds us to reflect on and respect their unique relationship to this land. It also is an invitation for all of us to identify and engage in actions that respect and reinforce our commitments to Truth and Reconciliation and Indigenous Rights.</p>	
<p><b>SAC 4.3</b></p>	<p><b>Attendance and Quorum Call</b></p> <p>PRESENT:</p> <ol style="list-style-type: none"> <li>1. Bruin Pol</li> <li>2. Caleb Simoneau</li> <li>3. Chris Fullerton</li> <li>4. Hish Clifford</li> <li>5. Krysa McReynolds-Huang</li> <li>6. Sukhpreet Singh Gosal</li> <li>7. Mercy Deborah Santhana Krishnan</li> <li>8. Mausam Gurung</li> <li>9. Shreya Shah</li> </ol> <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 6/9 Directors must be present.</p> <p>There were 9 Directors present, and therefore quorum was achieved.</p>	
<p><b>SAC 4.4</b></p>	<p><b>Agenda &amp; Motions Approval</b></p> <p><b>Motion made to approve the agenda for the September 23, 2024 Board of Directors meeting as submitted.</b></p>	

	<p>Motion by: Krysa McReynolds-Huang Seconded by: Bruin Pol</p> <p>All in Favour, Motion Approved.</p> <p><b>Motion made to approve the prepared motions for the September 24, 2024 Board of Directors meeting as submitted.</b></p> <p>Motion by: Bruin Pol Seconded by: Krysa McReynolds-Huang</p> <p>All in Favour, Motion Approved.</p>	
<p><b>SAC 4.5</b></p>	<p><b>Conflicts Declared</b></p> <p>No conflicts were declared.</p>	
<p><b>SAC 4.6</b></p>	<p><b>Approval of Previous Meeting Minutes</b></p> <p><b>4.6.1 Motion to approve the Previous Meeting Minutes from the April 17, 2024 Board of Directors meeting as submitted.</b></p> <p>Motion by: Mercy Deborah Santhana Krishnan Seconded by: Caleb Simoneau</p> <p>All in Favour, Motion Approved.</p> <p><b>4.6.2 Motion to approve the Previous Meeting Minutes from the April 25, 2024 Strategic Plan vote as submitted.</b></p> <p>Motion by: Mercy Deborah Santhana Krishnan Seconded by: Caleb Simoneau</p> <p>All in Favour, Motion Approved.</p> <p><b>4.6.3 Motion to approve the Previous Meeting Minutes from the May 2, 2024 Board Chair, Vice Chair, Secretary Selection meeting as submitted.</b></p> <p>Motion by: Krysa McReynolds-Huang Seconded by: Caleb Simoneau</p> <p>All in Favour, Motion Approved.</p> <p><b>4.6.4 Motion to approve the Previous Meeting Minutes from the May 27, 2024 Car Show Sponsorship vote as submitted.</b></p> <p>Motion by: Krysa McReynolds-Huang Seconded by: Hish Clifford</p> <p>All in Favour, Motion Carried.</p> <p><b>4.6.5 Motion to approve the Previous Meeting Minutes from the June 7, 2024 Espresso Machine approval vote as submitted.</b></p> <p>Motion by: Krysa McReynolds-Huang Seconded by: Hish Clifford</p> <p>Discussion: Steve noted that the new espresso machines have helped with efficiencies and allow the cafes to bring in more revenue.</p>	

	All in Favour, Motion Approved.	
<p><b>SAC 4.7</b></p>	<p><b>Ownership Linkage</b></p> <p>4.7.1. Ownership Linkage September Report - Hish Clifford/ Mercy Deborah Santhana Krishnan</p> <p><i>Question: Instead of a free grab-and-go breakfast, would you like if NCSAC offered a hot breakfast for a price of \$3-5?</i></p> <p>Hish expressed his enjoyment in being involved with the Ownership Linkage Breakfast promo booth. He said he was encouraging students to fill out the survey while they were in line waiting for their turn; when it was slower, he walked around and engaged with students and informed them about the program, and also educated students on the survey being conducted. Hish did say that he also mentioned to students that The Undergrounds currently does offer breakfast sandwiches available for purchase. Some challenges that Hish noted included that some students were under the impression that they were going to have to start paying for the grab-and-go breakfast options. As well, Hish said that he didn't feel that the Street Team understood why NCSAC was asking this question.</p> <p>Steve explained the importance of Directors being Leads and the responsibility that falls on them. It is up to the Directors to lead the question, and answer questions; the Street Team are there to support, but not lead. Steve also mentioned that the "why" that this question was being asked is because every year NCSAC is asked for more healthy options, and the only way to offer more nourishing food options is moving the program into the kitchen, which costs more. The results show that there isn't an overwhelmingly strong outcome that students want to evolve the breakfast program. Again, Ownership Linkage is gathering information, and NCSAC will not make major changes to any service based on one question, being asked one time. If anyone is unclear on how to answer a question, please forward them to the student services assistants, Dipal, or a fellow Director. Ownership Linkage shows students that NCSAC is listening and wanting to hear their feedback. Chris also joined in and encouraged the Directors to always rely of their fellow Directors and reach out for support when leading an Ownership Linkage initiative.</p> <p>Mercy noted that when students realized that changing the program would mean that they would need to pay, a lot of students said that they would prefer the program to stay as free grab-and-go. She also noted that some students were curious about what type of options would be included in the \$3-\$5 and if there would be a vegetarian option available.</p> <p>Steve noted that a lot of Ownership Linkage are to collect information and to identify trends over time. Based on the information collected, NCSAC will maintain the breakfast program as is.</p> <p>4.7.2 Director Drop-In Sessions - Hish Clifford</p> <p>Hish has reserved the NCSAC Boardroom at the Daniel J. Patterson campus every Tuesday morning for students to drop in and share their thoughts and concerns with him. It was mentioned that this initiatives is another layer of Ownership Linkage, as it's encouraging relationships with the students, as well we presenting the students with an opportunity to provide information to NCSAC directly. It was mentioned that some Welland Directors may want to replicate this model at the Welland Campus. Steve told the Board that if they would like to have staff involved in order to provide marketing, or other supports, for the Board to reach out.</p>	
<p><b>SAC 4.8</b></p>	<p><b>Board Education: Internal &amp; External</b></p> <p>4.8.1. 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>In addition to Dipal's President Report, she had a few items she wanted to update the Board on.</p>	

Over the summer, NCSAC participated in a lot of advocacy efforts, and NCSAC has been committed to prioritizing connecting the Board and the students.

Additionally, Dipal informed the Board that Dr. Chris McGrath, VP Students at Niagara College are working together to put on an event geared towards students called “Cookies with Chris”, with Dipal hosting and monitoring. This will be an opportunity for students to ask questions and provide feedback to Dr. Chris.

- October 9<sup>th</sup> from 10:30-12:30 at Niagara-on-the-Lake
- October 11<sup>th</sup> from 10:30-12:30 at Welland

Dipal asked the Board to share these events on their social media and help promote this initiative.

Dipal also mentioned a “Welcome Wagon” initiative on October 8<sup>th</sup> where NC and NCSAC will partner up to assist in an effort to acclimate students to new neighbourhoods and provide resources and information to improve neighbourhood relationships, providing Good Neighbour Guides! NCSAC will be pairing up volunteers to canvas assigned streets and knock on doors.

Steve and Dipal attendee the NC Golf Tournament on September 17<sup>th</sup> that helped raise funds for Athletic Scholarships at NC. This year, \$100,000 was raised!

Dipal informed the Board that there has been another announcement from the IRCC regarding international enrolment. Dipal provided the Board with an overview to the changes:

- Canadian Immigration Minister Marc Miller announced several new measures affecting international students today.
- The new settings include an extension of the current cap on foreign enrolment through 2025 and 2026. The cap for each of those two years will be set at 10% less than the 2024 level.
- The cap now captures master’s and doctoral students for 2025 and beyond, whereas students in advanced degrees were previously exempt from cap limits.
- University degree graduates will remain eligible for a Post Graduate Work Permit (PGWP) of up to three years. Graduates from public college programs will no longer be eligible for a three-year PGWP unless their program is linked to an area of high labour market demand.
- Spousal work permit eligibility will be further limited as well (beyond the new limits set in January 2024). Later this year, spouses of master’s degree students whose program is less than 16 months in duration will no longer be eligible for a spousal permit.
- After November 1, 2024, international students graduating from public college programs will no longer be eligible for a three-year PGWP unless their work is linked to areas of high labour market demand, as designated by each province or territory.
- As part of changes to the PGWP program, all applicants will be required to demonstrate a minimum language proficiency in French or English, beginning November 1, 2024.

Steve and Dipal are always in contact with provincial and federal advocacy groups organizations to ensure they are up to date on any announcements.

Lastly, Dipal reminded the Board that the Grape and Wine Parade will be happening on September 29, and asked any interested Directors to register for the event on the NC Engage app.

In terms of transit, Steve and Dipal are beginning to work on the new contract, as the current contract is due to expire at the end of this academic year.

There was a question asked by a director regarding declining enrolment due to the restrictions on international students. They asked if NCSAC is involved in recruitment efforts. They

	<p>expressed their concern and states that this could have a negative affect on NCSAC as a business, as enrolment declines, NCSAC's budget will decline as well. Steve stated that NCSAC is indirectly involved as far as recruitment tools. Many NCSAC events are photographed and used in materials used to promote NC. In a more direct way, in the past, NC President and some Directors have been invited to go with NC Execs to be more involved in recruitment tactics. The Director stated that since this impacts NCSAC as a business, the Directors have a legal responsibility to remain informed and take action, if necessary.</p> <p>4.8.2. Executive Director Report - Steve Kosh</p> <p>In addition to the Executive Director's Report that was sent to the Board at an earlier date, Steve mentioned the communication from the College Employer Council (CEC) announcing the Colleges of Applied Arts and Technology - Academic (CAAT-C) which is the Ontario College Faculty division of OPSEU, requesting a strike vote.</p> <p>Steve told the Board that as negotiations happen, NCSAC's job is to keep an open line of communication. It was expressed that students should continue studying and completing assignments as expected, as there is no way to know if a strike will occur; Steve told the Board that the best thing to do is to tell students not to panic.</p> <p>A question was asked regarding if a strike occurs, would students possibly need to extend their studies or work through breaks? Steve said that students have never lost a semester; it may be possible that courses are condensed, or students must work through a break week, but it is highly unlikely that students will ever lose a semester.</p> <p>4.8.3 Strategic Plan Monitoring Report - Steve Kosh</p> <p>Steve informed the Board that each month, one aspect of the Strategic Plan will be presented to the Board for review. In October, Steve will discuss the first pillar of the Strategic Plan.</p> <p>4.8.4 Transit Advocacy Update - Hish Clifford</p> <p>Hish attended a Regional Council meeting regarding Niagara Regional Transit. Some topics that were discussed included Sunday service, as well as holiday service. This was brought up by a counsellor, this was assessed by the transit commission, and these additions of service would cost an estimate of an additional \$2 million. The Regional Council struck this down. In the future, it could be possible to have NCSAC present to the Regional Council and advocate for students and their transit needs.</p> <p>Steve noted that on the Niagara Regional Transit website there is a Masterplan to understand the direction of transit, project plans, strategies, and timelines. In the Masterplan, it shows that by 2030 NRT will be in it's 'performing stage'. As we begin our negotiations with NRT regarding our next transit agreement, which is September 2025, there is some work NCSAC has to do. This will be an ongoing topic this year.</p>	
<p><b>SAC 4.9</b></p>	<p><b>Ends Policy Development &amp; Monitoring</b></p> <p>4.9.1 Review Strategic Ends Priorities - Dipal Patel</p> <p>It is important that the Board reviews the Strategic Ends Policy. This policy outlines the reason for NCSAC's existence. 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:</p>	

	<p style="text-align: center;"><i>Students enjoy an improved quality of life</i></p> <p>Level #2</p> <p>Students will enjoy:</p> <p>2.1. <b>Good Health</b> (health services, affordable products, nutrition, etc.)</p> <p>2.2. <b>Social Interaction</b> (involvement, travel, access, etc.)</p> <p>2.3. <b>Skills Development</b> (employment, leadership, etc.)</p> <p>2.4. <b>Are heard/have a voice</b> (with the College and other external bodies)</p>	
<p><b>SAC 4.10</b></p>	<p><b>Operational Monitoring: Risk Management</b></p> <p>4.10.1 Succession Planning of Executive Director - Steve Kosh</p> <p>Steve reviewed the Successional Planning of Executive Director 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 (Executive Director) position is filled.</p> <p>Steve called special attention to the resources available to aid NCSAC in filling the position.</p> <p>It was flagged that Catherine Raso, Governance Consultant, should be added to the Policy as an additional resource. This amendment will be brought up to the By-law and Policy Committee.</p> <p>4.10.2 Financial Condition - Steve Kosh</p> <p>Steve explained NCSAC's process when creating the operating budget, which typically happens in December - February/March. When budgeting, NCSAC looks at 3 semester (Fall, Winter, Spring) and look at how many students will be enrolled in each semester and then multiple that by the NCSAC ancillary fees. Day 10 of each semester is important each semester, as it provides an accurate enrolment number (students can drop classes prior to Day 10, without penalty).</p> <p>Steve talked to Thomas Goode in the Registrar's Office, and he confirmed that current enrolment for the Fall semester is 10,070 students. Projected enrolment numbers were estimating that 11,000 students would be enrolled. As a safeguard, NCSAC budgeted for 10,500 students, and we're still more than 400 students short.</p> <p>The projected enrolment numbers for January were 11,500, NCSAC budgeted for 11,000 and it's now looking like the actual number is going to fall around 9,200-9,500. What happens is the students that NC thought were going to come in September, it multiplies in January because they aren't advancing to "level 2".</p> <p>Steve informed the Board that NCSAC is financially healthy (upwards of \$1.5 million) and has reserves to be able to access, if needed.</p> <p>Steve informed the Board that a lot of work will have to be done for the Finance Standing Committee when creating next year's budget and working with the college to look at the forecast for 2025-2026. The Board will then be responsible for reviewing the budget and then ultimately approving it.</p> <p>With the IRCC placing so many restrictions on international students, the college and NCSAC now have lost that revenue stream.</p>	

	<p>Steve also mentioned to the Board that they may see Ancillary Fees increase and noted that NCSAC hasn't risen Ancillary Fees in approximately 5 years. The fees weren't increased, because the masses of students were offsetting the need to increase.</p> <p>Currently, Mike and Kunal, NCSAC's Finance department, are working on looking at true costs of each ancillary fee.</p> <div style="border: 1px solid black; padding: 5px; text-align: center; margin: 10px 0;"><i>Krysa left at 8:10 p.m.</i></div> <p>Dipal mentioned that another revenue loss is from Niagara College Toronto (NCT) closing. After the students who are currently enrolled at that campus graduate, NC will no longer have any involvement. Additionally, colleges are no longer able to open any new institutions globally; they are able to keep those that are already established, but there is no opportunity for expanding.</p> <p>Steve assured the Board that NCSAC is financially healthy, and that there will be some decisions that need to be made by the Board regarding creating the budget for the upcoming year.</p>	
<p><b>SAC 4.11</b></p>	<p><b>Board Self-Evaluation</b></p> <p>4.11.1 Annual Planning – Dipal Patel</p> <p>Dipal reviewed the Annual Planning Policy with the Board.</p> <p>4.11.2 Honourariums – Dipal Patel</p> <p>Dipal reviewed the Honourarium Policy with the Board and highlighted the importance of fulfilling the requirements in order to receive the bi-weekly honourarium, otherwise a Director may see a deduction. It was stated that this Policy was created in order to have a mechanism in place in order to hold Directors accountable.</p>	
<p><b>SAC 4.12</b></p>	<p><b>Board Decisions</b></p> <p>4.12.1 Ratification of New Directors – Chris Fullerton</p> <p><b>Motion to ratify Mausam Gurung as the Director of Hospitality &amp; Tourism for the 2024-2025 term.</b></p> <p>Motion by: Bruin Pol Seconded by: Hish Clifford</p> <p>All in Favour, Motion Approved.</p> <p><b>Motion to ratify Shreya Shah as the Director of Justice &amp; Fitness for the 2024-2025 term.</b></p> <p>Motion by: Hish Clifford Seconded by: Bruin Pol</p> <p>All in Favour, Motion Approved.</p> <p>4.12.2 Vacant Director Positions – Chris Fullerton</p> <p>Chris stated that there are currently three vacancies on the Board:</p> <ol style="list-style-type: none"> <li>1. Director of Culinary</li> <li>2. Director of Media</li> <li>3. Director of Wine, Beer, &amp; Spirits</li> </ol>	



Chris explained that these positions will be posted tomorrow. Once the hiring committee selects the candidates, names will be shared with the Board prior to hiring, and then ratification of the new Directors will occur at the following Board of Directors Meeting.

The By-law and Policy Committee will review the process for filling Director vacancies and make suggestions to the Board.

#### 4.12.3 Secretary Selection - Chris Fullerton

With Hamza leaving the Board, this leaves an officer vacancy for the position of Secretary.

##### 4.12.3.1. Call for Nominations for 2024-2025 NCSAC Board Secretary - Chris Fullerton

#### **Motion to open nominations for the 2024-2025 NCSAC Board Secretary position.**

Motion by: Hish Clifford

Seconded by: Caleb Simoneau

All in Favour, Motion Approved.

#### Nominations:

- Bruin Pol nominated himself.
- Caleb Simoneau nominated Hish Clifford; Hish Clifford declined.

#### **Motion to close nominations for the 2024-2025 NCSAC Board Secretary position.**

Motion by: Hish Clifford

Seconded by: Bruin Pol

All in Favour, Motion Approved.

##### 4.12.3.2. Voting for 2022-2023 NCSAC Board Secretary.

As there was only one nominee to accept the nomination, the nominee will be acclaimed to the position of Board Secretary.

Bruin Pol was acclaimed as the 2024-2025 NCSAC Board Secretary.

#### 4.12.4 By-Law Amendments (ONCA)/Special Meeting of Members - Heather Storey

Heather explained that the Ontario Not-for-Profit Corporations Act (ONCA) has recently set out new amendments that all not-for-profits need to ensure compliance with. NCSAC has been working with Anna Naud, Governance Lawyer, to ensure NCSAC's corporate documents are up-to-date and compliant with these changes.

Heather stated that there are several clerical amendments throughout the document, as well as a few new definitions to Article I. Interpretations, namely Annual Meeting of Members, Chair, Officer, Vice Chair).

Heather clarified that specific resolution types are now only specific to Member Meetings, and not Director Meetings (ordinary, special, extraordinary).

Heather stated that there are 3 main amendments -

**AMENDMENT 1: Members can lose their membership**

### 3.5 Disciplinary Act or Termination of Membership for Cause

- (a) Any disciplinary action or termination of a Member's membership must be done in good faith and in a fair and reasonable manner. The Board shall have the authority to suspend or expel any Member for any one (1) or more of the following grounds:
- (i) violation by the Member of any provision of the Articles, By-Laws, or policies and procedures of the Corporation, as determined by the Board in its sole and absolute discretion;
  - (ii) carrying out by the Member of any conduct, whether in an official capacity (e.g. at a Meeting of Members) or in a private capacity (e.g. on social media) which may be detrimental to the Corporation as determined by the Board in its sole and absolutely discretion; or
  - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose, mission, vision, and values of the Corporation.
- (b) In the event that the Board determines by resolution to propose that a Member's membership should be suspended or that a Member should be expelled, the following process shall apply:
- (i) The Chair or such other Officer as the Board may determine shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide written reasons approved by the Board for the proposed suspension or expulsion.
  - (ii) The Member may make written submissions in response to the notice to the Chair or such other Officer providing the notice within such fifteen (15) day period.
  - (iii) If no written submissions are received in accordance with this Section 3.4 within such fifteen (15) day period, the Chair or such other Officer shall notify the Member that the proposed suspension or expulsion has taken effect.
  - (iv) If written submissions are so received, the Chair or such other Officer shall notify and provide a copy thereof to the Board. Within ten (10) days of receipt of same by the Board, the Board shall hold a meeting to consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of the Board meeting.
  - (v) The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.
  - (vi) The individual shall be suspended as a Member, or removed as a Member, and all rights associated with being a Member shall cease entirely. Suspension or removal of an individual as a Member shall not affect such individual's position or rights as a student of Niagara College.

AMENDMENT 2: The Board no longer has the ability to remove a Director, and instead of Meeting of Members needs to be called

**5.5 Resignation** – A Director may resign from office by giving a written and dated resignation to the **Board** Chair, and such resignation shall become effective at the time specified in

the resignation. ~~A Director~~ A Special Meeting of Members will be ~~deemed to have resigned upon~~ called by the occurrence of any Board in order for the Members to vote on the removal of a Director if the following events Director:

- ~~(a) — fails to uphold a 65% academic average in their last completed semester at Niagara College;~~
- (b) violates the goodwill of the Corporation, as determined by Ordinary Resolution of the Board;
- ~~(c) — is not bondable;~~
- (d) violates the College's academic and behavioural policies, as determined by ~~Special Resolution of~~ the Board;
- (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/hers~~ such individual's duties as a Director, as determined ~~Special Resolution of~~ by the Board;
- (g) violates the Corporation's governing documents, including Board and operational policies and procedures, the Articles, and the By-Laws, ~~as determined by the Board;~~ or
- (h) is convicted of a criminal offence related to or involving the affairs of the Corporation.

~~The Board Chair will notify the Director, in writing, of the deemed resignation; such notification will be signed by the Board Chair and the Executive Director of the Corporation. All records relating to a deemed resignation must be forwarded to the Executive Director.~~

Any Director that is ~~deemed to have resigned~~ removed as a Director will not be eligible to be elected or appointed as a Director or officer for three (3) years from the date of resignation. Such Director may request a review of ~~his/her~~ the circumstances for removal and the Board shall, ~~by Ordinary Resolution,~~ determine ~~that whether~~ the ban will be lifted or upheld.

AMENDMENT 3: Section (a) is replaced with new verbiage

**8.3 Indemnification of Directors and Officers** - The Corporation shall indemnify each former and present Director and ~~officer~~ Officer of the Corporation, and each other individual who acts or acted at the Corporation's request as a Director or ~~officer~~ Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

~~(a) — the person who not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;~~

- i. the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or ~~officer~~ Officer or in a similar capacity at the Corporation's request; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful;

~~provided, however, that an individual shall not be entitled to indemnity from the Corporation in respect of costs, charges, and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative, or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described above if the~~

	<p>individual is judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.</p> <p><b>Motion to recommend the approval of the revisions made to the NCSAC By-laws to the general membership at the Special Members Meeting in order to be in compliance with the Ontario Not-for-Profit Corporations Act.</b></p> <p>Motion by: Mercy Deborah Santhana Krishnan          Seconded by: Caleb Simoneau</p> <p>All in Favour, Motion Approved.</p>	
<p><b>SAC 4.13</b></p>	<p><b>Meeting Evaluation</b></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><b>SAC 4.14</b></p>	<p><b>Adjournment</b></p> <p><b>Motion to adjourn the meeting at 8:58 p.m.</b></p> <p>Motion by: Caleb Simoneau          Seconded by: Shreya Shah</p> <p>All in Favour, Motion Approved.</p>	