

Student Association of George Brown College

Board Meeting Minutes

Date: Thursday, September 22, 2022

Time: 6:00PM – 8:00PM

Location: Online - Zoom Meeting

Board of Directors – Voting Members	
Executive Members:	
Director of Communications and Internal	Sri Krishna Rajan
Director of Operations	Dhwani Bhalavat
Director of Education & Equity	Angeline Nijmeh
Director of Student Experience	Simran Malhotra
Educational Centre Representatives:	
Arts, Design and Information Technology Representative	Mehak Khanna
Business Representative	Arlinda Sokoli
Community Services and Early Childhood Representative	Luke Bowden
Construction and Engineering Representative	Nirmala Singh
Health Science Representative, including school of Nursing	Shriya Gupte
Hospitality and Culinary Arts Representative	Ashmeet Kaur
Preparatory and Liberal Studies Representative	Vacant
Non-Voting Member:	
General Manager	Rosalyn Miller
Resources:	
Chair	Hildah Otieno
George Brown College Representative	Joseph Stapleton
Minute Taker	Jessica Pasion
Guests:	
Publications & Communications Coordinator	Sean Heeger
Sr. Finance Coordinator	Galina Chible
Chief Returning Officer	Charles Wilson
Legal Advisor, Millard & Company	Ben Millard
Executive Director, Logical Outcomes	Neil Price
Manager, Grant Thornton	Kashif Khan

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1. Roll Call:

Board of Directors: Voting Members	Present	Absent	Regrets
Executive Members:			
<i>Director of Communications and Internal</i>	✓		
<i>Director of Operations</i>	✓		
<i>Director of Student Experience</i>	✓		
<i>Director of Education & Equity</i>	✓		
Educational Centre Representatives:			
<i>Arts, Design and Information Technology Representative</i>	✓		
<i>Business Representative</i>	✓		
<i>Community Services and Early Childhood Representative</i>	✓		
<i>Construction and Engineering Representative</i>	✓		
<i>Health Science Representative</i>	✓		
<i>Hospitality and Culinary Arts Representative</i>	✓		
<i>Preparatory and Liberal Studies Representative</i>	Vacant		
Non-Voting Member			
<i>General Manager</i>	✓		

Land Recognition Statement:

I would like to take a moment before we continue to recognize that as many of us are settlers on this land, it is our collective responsibility to pay respect and recognize that this land is traditional territory of the Mississauga's of the Credit First Nation and that we are here because this land was occupied. In recognition that this space occupies colonized First Nation territories, and out of respect for the rights of Indigenous people, it is our collective responsibility to honor, protect and sustain this land.

1. Call to Order:

Time: 6:47PM

2. Approval of the Agenda

Be it resolved that the Board of Directors accept the agenda as presented with the amendments if any.

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Nirmala Singh, Construction and Engineering Representative

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Discussion: *Any amendments to the meeting minutes should be made at this time.*

Motion to amend the agenda to move item #10 October Annual General Meeting Update up as item #8 and have the sequence follow in order.

Moved by: Dhwani Bhalavat, Director of Operations

Seconded by: Luke Bowden, Community Services and Early Childhood Representative

Discussion: agenda items moved due to number of guests

Vote: Carries

Back to the main motion as amended

Vote: Carries

2. Ratification of Chairperson

Whereas the Chairperson for the 2022-2023 BOD Meetings Sami Pritchard is not available to chair the September 2022 BOD Meeting due to availability

Whereas the alternative chair Kayla Weiler is also not available to chair the September 2022 BOD Meeting due to illness

Whereas Hildah Otieno has previous experience chairing the Student Association BOD Meetings

Be it resolved that the Board of Directors of the Student Association of George Brown College appoint Hildah Otieno as the Chairperson for the September 2022 BOD meeting.

Be it further resolved that in the event the chair is not able to facilitate the meetings, that the BOD accepts Hildah Otieno as an additional alternative chair.

Moved by: Sri Krishna Rajan, Director of Communications & Internal

Seconded by: Angeline Nijmeh, Director of Education & Equity

Discussion: None

Vote: Carries

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3. Limitation of Speakers

Be it resolved that all discussions and/or debates be limited to three (3) speakers for and three (3) speakers against each individual motion.

Moved by: Dhvani Bhalavat, Director of Operations

Seconded by: Nirmala Singh, Construction and Engineering Representative

Discussion:

- Arlinda Sokoli, Business Representative expresses her concerns on the length of time and number of speakers not being ideal as more folks may have more to say during the upcoming presentations.
- As opposed to a motion at this time, the Chair recommended at each motion will turn to Arlinda Sokoli, Business Representative to ask if the motion is needed to extend the speaker list and time
- Arlinda Sokoli, Business Representative agrees to the recommendation

Vote: Carries

4. Speaking Time

Be it resolved that the Board of Directors, resource persons and guests respect Robert's Rules of Order and, when invited to speak by the Chair, limit their speaking time to 3 minutes per item.

Moved by: Dhvani Bhalavat, Director of Operations

Seconded by: Arlinda Sokoli, Business Representative

Discussion:

Motion to amend be it resolved that the Board of Directors, resource persons and guests respect Robert's Rules of Order and, when invited to speak by the Chair, limit their speaking time to 5 minutes per item.

Moved by: Angeline Nijmeh, Director of Education & Equity

Seconded by: Luke Bowden, Community Services and Early Childhood Representative

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Discussion:

- Angeline Nijmeh, Director of Education & Equity expresses more time may be needed for discussion
- Luke Bowden, Community Services and Early Childhood Representative is in favour and supports the motion

Vote: Carries

Back to the main motion as amended

Vote: Carries

5. Approval of Minutes

Whereas the meeting minutes from the August 15, 2022 Board meeting requires approval.

Be it resolved that the Board of Directors accept the meeting minutes of August 15, 2022 (Appendix A) Board meeting as presented with the amendments if any.

Moved by: Sri Krishna Rajan, Director of Communications and Internal
Seconded by: Mehak Khanna, Arts, Design and Information Technology Representative

Discussion: *Any amendments to the meeting minutes should be made at this time. *None provided at this time**

Vote: Carries

6. Declaration of Conflict

At this time members are to come forward to disclose any conflicts of interest they may have, either work related, personal relationships, etc.

7. SAGBC Draft Audit Report 2021-2022 (In-Camera)

Presented by Kashif Khan, Manager

Motion to go in camera

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Be it resolved that the Board of Directors go in camera with the General Manager and Grant Thornton Representative.

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Arlinda Sokoli, Business Representative

Discussion:

Motion to amend be it resolved that the Board of Directors go in camera with the General Manager and Grant Thornton Representative and Galina Chible

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Dhvani Bhalavat, Director of Operations

Discussion: None

Vote: Carries

Back to the main motion as amended

Vote: Carries

Time: 7:01PM

Motion to go out of camera

Be it resolved that the Board of Directors and named guests come out of camera

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Mehak Khanna, Arts, Design and Information Technology Representative

Discussion: None

Vote: Carries

Be it resolved that the Board of Directors accepts the Draft Audited Report 2021-2022 as presented for the fiscal year-end.

Be it further resolved that the Draft Audited Report 2021-2022 document be presented at the Annual General Meeting

Moved by: Sri Krishna Rajan, Director of Communications and Internal

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Seconded by: Luke Bowden, Community Services and Early Childhood Representative

Discussion: None

Vote: Carries

Additional motion from out of camera

Be it resolved that the Board of Directors approve internally restricted fund of \$495,000 from the 2021-2022 Audited Financial Statements for any future uncollectable amounts from students

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Mehak Khanna, Arts, Design and Information Technology Representative

Discussion: None

Vote: Carries

8. Election Committee

Whereas the Director of Communication and Internal and Director of Operations term ends on December 31st

Whereas the position of Preparatory Liberal remains vacant

Be it resolved that the Elections Committee recommends to the Board of Directors the following Election dates for the 2022 Fall election cycle:

Nominations Period: November 7, 2022-November 14, 2022

Campaign Period: November 21, 2022-December 2, 2022

Moved by: Ashmeet Kaur, Hospitality and Culinary Arts Representative

Seconded by: Sri Krishna Rajan, Director of Communications and Internal

Discussion:

- Arlinda Sokoli, Business Representative inquires about both Director of Communications and Internal and the Director of Operations positions
- The Chair clarifies that the positions were in a by-election and that this would start the new term of both positions as it is coming to an end

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- Chief Returning Officer Charles Wilson provides explanation and reasons behind adjustment of dates – to provide a built-in contingency if nominations need to be extended.

Vote: Carries

9. **Board Governance Review Report**

Presented by Ben Millard, Legal Advisor, Millard & Company and Neil Price, Executive Director, Logical Outcomes (Appendix B) Executive Summary, (Appendix C) Final Report.

Be it resolved that the Board Governance Review Report from Ben Millard, Legal Advisor, Millard & Company and Neil Price, Executive Director, Logical Outcomes is received and acknowledged by the Board of Directors.

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Angeline Nijmeh, Director of Education & Equity

Discussion:

- Luke Bowden, Community Services and Early Childhood Representative inquires about suspending Roberts Rules towards this presentation to allow folks to speak freely and not hinder the business, not intimidate members, limit the full participation of members from speaking.
- The Chair strongly recommends against making forth any motion regarding removing Roberts Rules as it would pose legal concerns if this motion passes or not. Recommending adding more speakers in favour and against, more time to speak as oppose to removal.
- Luke Bowden, Community Services and Early Childhood Representative appreciates the advice and asks to just extend some latitude as the board explore the recommendations.
- The Chair inquires if folks have reviewed the document prior to the meeting
- Arlinda Sokoli, Business Representative interrupts the Chair in proposing a motion

* *New Motion* *

Be it resolved that the Board of Directors, resource persons and guests respect Robert's Rules of Order and, when invited to speak by the Chair, limit the speakers to 5 against and 5 in favour.

Moved by: Angeline Nijmeh, Director of Education & Equity

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Seconded by: Luke Bowden, Community Services and Early Childhood Representative

Discussion: None

Vote: Carries

- Presented by Ben Millard, Legal Advisor, Millard & Company and Neil Price, Executive Director, Logical Outcomes on the document. Neil to go over the process and Ben to talk about the key points and summary of the document
- Neil spoke about his firm responsible for engaging and conducting the research. Spoke to other student unions within Ontario and BC, conducted interviews and surveys with internal folks and stakeholders – summarizing the data and then sharing with Ben
- Ben spoke about governance challenges and common findings from previous predecessors and current; as well as what solutions/ recommendations can be done to make some changes to address the challenges
- The issues found were not new, unfamiliar amongst all individuals from previous and current board members.
- The following summary of findings and recommendations were discussed; role of executives, high rate of board turnover, frequent changes to by-laws and policies, roles and responsibilities, conflict of interest and board culture conflicts

** New Motion**

Motion to extend the board meeting to end at 8:30pm.

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by:

Discussion:

Vote: Failed

Due to no board member seconding the motion, another motion to extend was proposed

Motion to extend the board meeting to end at 8:30pm.

Moved by: Luke Bowden, Community Services and Early Childhood Representative

Seconded by: Arlinda Sokoli, Business Representative

Discussion: None

Vote: Carries

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Back to the discussion:

- Ben continues to discuss/present areas of findings, including board structure, appointing of the external chair, and standing committees.
- Ben confirms willingness to bring the document and recommendations to the upcoming membership as it requires a vote by the membership. If the board and membership votes in approval to the recommendation, the next step includes redrafting the policies, by-laws, job descriptions and then a special meeting to be called in February to review the drafts and be implemented by the next elections in June
- Mehak Khanna, Arts, Design and Information Technology Representative asks for clarification on the number of elected members/ positions as well as informs folks of reps covering multiple schools and thinking about dividing that amongst elected representatives as some only manage 1, 2 or 3 schools
 - Ben's response to this was that it is up to how the board will structure the new board if the recommendation is approved
- Angeline Nijmeh, Director of Education & Equity inquires to Ben if in the Governance review if it was touch upon, on the involvement of the college to student unions
 - Ben's response to this was no as there were specific directions given from previous predecessors and that this was not an issue that was mentioned to be researched.
- Arlinda Sokoli, Business Representative seeks clarifications on the format and structure of student unions researched and the accuracy whether they are elected students or not and paid or honorarium.
 - Ben's response to this was that they were limited on research and the number of student unions they approached and all organizations are different
- Dhvani Bhalavat, Director of Operations voices her experience as being an executive and as a representative during another term understanding that there are additional duties that an executive may have but ultimately share the same voting capability as anyone else on the board
- Luke Bowden, Community Services and Early Childhood Representative speaks in favour of the governance report, adopting and implementing the recommendations.
- Luke Bowden, Community Services and Early Childhood Representative seeks point of information regarding the following statements "Other internal stakeholders confirmed that many elected Directors start their term feeling underprepared and overwhelmed due to their lack of knowledge about what the role entails" (page 24 of report) "Director and Executive roles are "ill-defined and don't set up the candidate for success" and that this causes frustration, disappointment and poor performance" (page 16 of report)

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“When SAGBC negotiates with third parties regarding these issues, both the General Manager and the Executives are involved and their respective roles are unclear. Given that the Executives are students, who may be new to their roles, this has led to the perception from some GBC stakeholders that the General Manager’s voice dominates those Conversations” (page 31 of report) Question addressed to the Chair, Is Mr. Millard recommending creating a governance manager role which would relieve the General Manager of their governance supervision role because of concerns around the lack of accountability, actual or perceived conflicts of interests or the risk of bias and if the SA staff as some external stakeholders have expressed concerns over too involved in the policies goal areas, what are the legal consequences of this?

- Ben’s response to this question as a general answer and not as a legal advice response that these changes recommended are structure changes. Does not think there was feedback regarding any conflict of interest or bias amongst staff but more so between issues in roles between Executives and General Manager. The recommendation to restructure the executives would address some of the concerns made by Luke. The Governance Manager is a separate recommendation, focus on the administration and internal resource. All are structural recommendation and not targeted on the specifics or current individuals in the position
- Rosalyn Miller, General Manager comments its an interesting point and comments on similar feedback given during their survey. Informs Luke that for any meetings, forums, events with the college, the general manager does not attend without the presence or notifying the executive board members. The issue is the ability and capability to understand and participate in a timely manner. Encourages folks to look at the general theme and not loose sight of the overall structural recommendation. Reconfirming no meeting is not done without the executives members or notifying.
- Ben reminds folks to take the information with a grain of salt as the data is raw information and information provided from previous folks on what they saw were concerns and therefore provided structural recommendations in the governance report
- Arlinda Sokoli, Business Representative reiterates that Mr. Millard keeps mentioning the information is based from Mr. Prices data research and then indicates that Rose’s comment addressing to Luke regarding Execs not being present is not the issue but rather General Managers voice was being more dominate and present over board. Has not been in any meetings but does not want this to be misunderstood as it would be lead to grounds of conflict. Its

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been mentioned in many areas of the report. Would like to understand a little bit more as this would not clear and would like for Rose to explain.

- Rose clarifies that she does not go into meetings without them knowing or being invited. Also mentions some of these Execs are full time students and the preparation that is needed may not be met by them therefore the general managers voice may be needed to be more dominate.
- Luke Bowden, Community Services and Early Childhood Representative second question to Mr. Millard regarding in-camera sessions and quotes from the governance report to Ben, page 7 of the report "The use of "in-camera" sessions is not a major issue at other institutions. Some of them have clear statements in their policies to guide the Board on when it is appropriate to go in-camera" as well as page 39 of the report "The Consultants noted that in-camera sessions are normally justified where the discussion involves sensitive personnel issues regarding named individuals which, if disclosed to the public, would be a breach of privacy. I recommend that a guideline to this effect be added to SAGBC's policies and procedures that sets out the specific issues/discussions that would justify an in camera session, which may include: sensitive personnel issues; the details of any ongoing conduct complaints and investigations; and discussions of confidential legal advice" His question to Ben, can you expand on the legal implications of discussing personnel issues regarding named individuals out of camera which disclosed in mount your words would be a privacy breach, once a breach of privacy occurs there is no way to reverse it and likely a liability for the organization
 - Ben's response can only say what was in the report and what came out of the data and have considered recommendations in the report

Vote: Carries

10. October Annual General Meeting Update

Whereas the Annual General Meeting (AGM) is approved to take place on October 19th, during the week of Mid Terms for many students.

Whereas this time will affect the member participation, low in-person and low count for virtual attendance.

Whereas the time, complexity and in person requirement for the AGM requires a backup Chair

Whereas the Chairperson Sami Pritchard is not available to chair in-person for the AGM

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Be it resolved that the Annual General Meeting be held on November 2nd, 2022 from 4:00-6:00pm, in person at Casa Loma and online, Hybrid format.

Be it further resolved that Hildah Otieno is recognized as the Chair for the Fall AGM

Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Luke Bowden, Community Services and Early Childhood Representative

Discussion: Speakers list Angeline Nijmeh, Director of Education & Equity, Arlinda Sokoli, Business Representative, Sri Krishna Rajan, Director of Communications and Internal Rosalyn Miller, General manager

Motion to amend be it resolved that the Annual General Meeting be held on November 2nd, 2022 from 5:00-7:00pm, in person at Casa Loma and online, Hybrid format.

Moved by: Arlinda Sokoli, Business Representative

Seconded by: Ashmeet Kaur, Hospitality and Culinary Arts Representative

Discussion: None

Vote: Carries

Back to the main motion

Vote: Carries

11. Affordable Parking for George Brown Students

Presented by Steeson Matthew, Co-Founder

Steeson Matthew discusses on the concept of the application and proposal of affordable parking program to the board and how students can sign up for a monthly fee of \$9 – community base platform.

12. Acknowledgement & Receipt of Reports

Be it resolved that the Board of Directors received and acknowledges the following reports; Executive Committee Report (Appendix D), Board Accountability Report (Appendix E), SUDS Conference Report (Appendix F), Start GBC Summer Camp Report (Appendix G)

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Moved by: Sri Krishna Rajan, Director of Communications and Internal

Seconded by: Arlinda Sokoli, Business Representative

Discussion: None

Vote: Carries

13. Other Business

- Arlinda Sokoli, Business Representative has indicated a concern of Mehak Khanna, Arts, Design and Information Technology Representative regarding access to room spaces and is seeking solution
 - Dhvani Bhalavat, Director of Operations response to inquiry, will send out communication on Friday regarding next steps and process.

14. Adjournment

Whereas the Board Meeting was scheduled till **8:00 PM**

Be it resolved that the Board Meeting is adjourned at 8:55PM

Moved by: Angeline Nijmeh, Director of Education & Equity

Seconded by: Arlinda Sokoli, Business Representative

Discussion: None

Vote: Carries