



SAINT MARY'S UNIVERSITY STUDENTS' ASSOCIATION

### Board of Directors Meeting Minutes

<b>Date</b>	January 17, 2019
<b>Time</b>	7:15 for 7:30 PM
<b>Location</b>	AT340 (CLARI Space), Saint Mary's University
<b>Present</b>	Mitchell Archibald (Board Chair), Omar Hany (Acting Vice Chair), Oyindamola Oshobu, Sophia Okoroafor, Henry Peng, Azhar Rahman, Franklyn Southwell, Crystal Witter
<b>Resource</b>	Mitchell Archibald (Chair) Ossama Nasrallah (President & CEO) Braden Newell (Board Liaison)
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• Meeting Agenda for January 17, 2019</li> <li>• Electronic Minutes from January 11, 2019</li> <li>• Meeting Minutes from November 28, 2019</li> <li>• Society Committee Terms of Reference (appendix 1)</li> </ul>

1. The meeting was called to order at 7:34 PM, and a land acknowledgement was made.
2. At 7:35 PM Mr. Archibald asked if there were any conflict of interest declarations to both the board of directors and the audience in the room. There were no conflict of interest declarations.
3. Mr. Archibald asked the board for approval of the consent agenda as presented. Mr. Rahman motioned to approve the consent agenda, seconded by Mr. Peng. *Motion carried.*
4. At 7:37 PM Mr. Archibald, Chair of the Board of Directors, gave the following Chief Governance Officer's Report;
  - a) Mr. Archibald is working on compiling all SMUSA policies in one document to improve readability and accessibility for students.

Signature: \_\_\_\_\_ Mitchell Archibald, Board Chair



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- b) Mr. Archibald has received Mr. Sadib's letter of resignation from the Board of Directors. The Vice-Chair and Human Resource and Governance Committee Chair positions will need to be filled.
  - c) Mr. Southwell provided Mr. Archibald with notice of resignation effective April 30, 2019.
  - d) The HR & Governance Committee will meet soon to elect a new Committee Chair, and the Vice-Chair position will be elected during the in-camera portion of the meeting.
5. At 7:39 PM Mr. Ossama, President & CEO of SMUSA, gave the following President's report (appendix 2). Questions followed around the SMUSA food room, uPass, and student scholarships.
6. Committee Reports
- a) At 7:54 PM Mr. Oshobu, Chair of the Elections Committee, gave the following Elections Committee report
    1. A reminder that potential candidates running in the SMUSA election are not permitted to release their platform during the nomination period.
    2. The Chief Returning Officer (CRO) & Deputy Returning Officer's (DRO) office is located in room 527 of the Student Centre Building.
    3. Potential candidates are encouraged to review the SMUSA election policy and inquire with the CRO or DRO should they have any questions.
  - b) At 7:55 PM Mr. Archibald, Chair of the Board of Directors, gave the following HR & Governance Committee report;
    1. The committee currently has three members. As one member has recently resigned, Mr. Archibald opened the floor to nominations of Board Members to the committee. No nominations were made.
7. At 7:57 PM Mr. Archibald opened the floor for other business and discussion. There was no additional business.
8. At 7:57 PM the board decided to cancel the 6 February meeting due to a conflict with the Board of Directors Forum. A new meeting date will be decided electronically at a later date.

Signature: \_\_\_\_\_ Mitchell Archibald, Board Chair



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9. At 8:01 PM Mr. Archibald opened the floor to the audience if there were any questions or comments. A former Saint Mary's alum expressed interest in establishing a new society on campus.
10. Mr. Archibald declared a 15 minute recess at 8:03 PM. The Board reconvened at 8:18 PM.
11. Ms. Okoroafor motioned that the Board move in-camera at 8:18 PM, seconded by Mr. Southwell. *Motioned carried.*
12. Ms. Okoroafor motioned that the Board move out of camera at 10:10 PM with the following motions passed, seconded by Mr. Oshobu.
  - a) *That the Board allow Mr. Nasrallah to remain at the in-camera session.*
  - b) *That the Board accept Ms. Witter as Vice-Chair of the Board of Directors.*  
*Mr. Nasrallah left the meeting at 8:41 PM.*
  - c) *That the Board award Ms. Witter with half of the senate honorarium.*
13. Ms. Okoroafor motioned to adjourn the meeting at 10:10 PM, seconded by Mr. Oshobu. *The meeting was adjourned.*

Signature: \_\_\_\_\_

Mitchell Archibald, Board Chair



## ***Society Committee Terms of Reference***

### Official Name

SMUSA Society Committee or "The Society Committee."

### Membership/Composition

The membership of this committee will be two (2) members of the Association's Board of Directors, and the Society Coordinator (typically a Vice-President of the Association).

### Terms of Membership

Committee members will remain on the committee from their appointment until:

- (1) They resign their position on the committee or;
- (2) They cease to be a member of the Board of Directors (for Board Members) or;
- (3) They cease to hold the position of the Society Coordinator (for the Society Coordinator).

### Governance

Board Members serving on this committee will be elected from the Association's Board of Directors. From amongst themselves, the committee will elect a Committee Chair. The Chair will be a voting member of the committee and will rule on any tie vote.

The Committee Chair will hold their position until the end of the fiscal year in which they are elected.

Quorum of any meeting will only be considered if all three members are present. Votes and motions are passed by a majority vote (50% + 1).



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The committee will meet at minimum twice per term in the Fall and Winter semesters, and at least once in the Spring/Summer semester. One of these meetings will occur following the Society Summit, and another will occur no later than the last day of the fiscal year (April 30) with the purpose of reviewing and approving the list of newly ratified and re-ratified societies and to introduce the new Society Coordinator.

The Committee will aim to appoint new members and fill vacancies, if any, before the end of August each year.

In the event of a conflict of interest with any Committee business, the Committee Chair (or Acting Chair) will, through the Board Chair, appoint a temporary member of the Committee from the Association's Board of Directors to sit in for the conflicted member. Such a member is not an official member of the Committee.

## Formation

As a standing committee of the Board, this committee is responsible for the governance of the Society Coordinator's operating duties, the Society Handbook, hearing appeals and requests for funding from societies.

## Goals

The primary goal of this Committee will be to review and approve lists of new and re-ratified societies so that they can be allowed to operate under the association. The secondary goal of the Committee will be to continuously review the policies and related documents of the Association and recommend changes to the Board.

## Deliverables

The committee will provide the Board with a Society Report at least once per fiscal year. This will include a list of all societies which were re-ratified, ratified for the first time, denied (re)ratification, or are still pending review.



## Communications

The Committee Chair will provide the Board with a verbal report when necessary, and a written report at least once per year.

## Resources and Budget

All expenses proposed by the committee must be approved by the Board in advance.

## Related Policies and Bylaws

This committee will be governed under these Terms of Reference, the Association's Governance Policies, and will be responsible for all policies relating to the societies of the Association.

## Jurisdiction

This committee has the authority to hear appeals regarding ratification, de-ratification, suspension, or refusal of ratification to any society, current or proposed, of the Association. The decision of the committee on any appeal is absolute.



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**Date: January 17, 2019**

**To: SMUSA Board of Directors**

**From: Ossama Nasrallah – President & CEO**

**Re: President update**

**Internal Affairs**

- **Winter Welcome Week 2019**
- **Faculty Union Strike Vote**
- **UPass 2 years contract**
- **Food Services RFP- Survey, consultation and recommendations**
- **Senate January 18<sup>th</sup> – SMUSA motion**
- **Student Experiential Learning Fund**
- **Society Funding**
- **New Board of Directors Office**
- **New Position - Board Liaison**
- **President Reports**