

MINUTES

Board of Directors Meeting # 16
March 29, 2023 – 6:00 pm
UC 442



Attendance – March 29, 2023

Board of Directors			
At-Large Representatives (Elected)		Present / Regrets	Arrived / Departed
Vacant	College of Arts		
Vacant	College of Arts		
Sanya Sareen	College of Biological Science	Regrets	
Simran Kalra	College of Biological Science	Present	
Jake Levy	College of Engineering and Physical Sciences	Regrets	
Jesse Varkul	College of Engineering and Physical Sciences	Regrets	
Ella Odeh	College of Social and Applied Human Sciences	Present	
Jacob Miller	College of Social and Applied Human Sciences	Present	
Mauricio Fernandez	Gordon S. Lang School of Business and Economics	Present	
Daniel Neiterman	Gordon S. Lang School of Business and Economics	Regrets	
Isha Maharaj	Ontario Agricultural College	Present	
Jenna Scharnowski	Ontario Agricultural College	Present	
Vacant	Ontario Veterinary College		
Vacant	Ontario Veterinary College		
Member College Government Representatives (Appointed)		Present / Regrets	Arrived / Departed
Vacant	College of Arts Student Union		
Ana Maria Mercu	College of Biological Science Student Council	Regrets	
Michaela Hishon	College of Engineering and Physical Sciences Student Council	Present	
Samantha Ogbeiwi	College of Social and Applied Human Sciences - Student Alliance	Present	D: 7:00pm
Alec Moyle	Lang Students' Association	Regrets	
Kelly Ruigrok	Student Federation of the Ontario Agricultural College	Regrets	
Vacant	Central Veterinary Student Association (Ontario Veterinary College)		

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Student Organization Representatives (Appointed)		Present / Regrets	Arrived / Departed
Duncan McGuire	Indigenous Student Society (ISS)	Regrets	
Martha Yiridoe	Guelph Black Students Association (GBSA)	Present	
Olivia Smith	Guelph Queer Equality (GQE)	Present	
Vacant	Guelph Resource Centre for Gender Empowerment and Diversity (GRCGED)		
Varnika Karavadi	International Student Organization (ISO)	Regrets	
Anthony Pereira	Interhall Council (IHC)	Present	
Naomi Amayaevbo	Guelph Campus Co-op	Regrets	
Vacant	Ontario Public Interest Research Group (OPIRG)		
Michelle Wilk	Student Senate Caucus	Regrets	
Vacant	Board of Governors		
Executive (Ex-officio, Non-voting)		Present / Regrets	Arrived / Departed
Nicole Walker	President	Present	
Vacant	Vice President Student Experience		
Mason Friebe	Vice President Academic	Present	
Jena-Lee Ashley	Vice President External	Present	

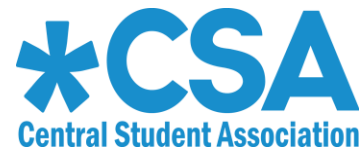
Staff	Position
Cameron Olesen	Chair
Colleen Bovay	Policy & Transition Coordinator
Sean Lloyd	Scribe

Guest	Affiliation
Lee Anne Clarke	CSA Business Manager

*Note: If a Member arrives after the Call to Order, their arrival time (a) is shown above.
If they leave before Adjournment, their departure time (d) is shown.
If no time is shown in the column, they were present for the entire meeting.*

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Summary of Resolutions

16.2.1 Approve the Agenda

MOTION: That the agenda for the CSA Board of Directors Meeting # 16 on March 29, 2023, be approved as printed and distributed.

Motion Carried

MOTION TO AMEND: that the agenda be reordered so that **Items 16.11.2, 16.11.3, 16.11.4, 16.11.6, 16.11.1, and 16.11.5** are the first items of discussions following **Item 16.2.2**.

Motion Carried

AMENDED MOTION: that the agenda for the CSA Board of Directors Meeting # 16 on March 29, 2023, be approved as amended with:

- The reordering of the agenda so that **Items 16.11.2, 16.11.3, 16.11.4, 16.11.6, 16.11.1, and 16.11.5** are the first items of discussions following **Item 16.2.2**.

Motion Carried

16.11.2 Notice: Policy Amendment re Absentee Voting for Online Elections Contingency Plan

Note: Bylaw 4 – Policy of the CSA states that amendments to a policy must be submitted and included in the Board package for review prior to the Board meeting. All amendments require one Board meeting notice, and a two-thirds majority vote at a meeting of the Board.

Notice of this motion is hereby provided at the Board meeting on March 29, 2023.

MOTION: That CSA Policy Manual Appendix G – Electoral, Section 26.3 be deleted and replaced with the following wording:

Voting will be conducted via paper balloting. Absentee voting, to be conducted via Microsoft Teams, will be permitted for the following groups:

- a) Study abroad students;
- b) Co-op term students;

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c) Students requiring accessibility accommodation.

16.11.3 Notice: Policy Amendment re Online Elections Contingency Plan Quorum

Note: Bylaw 4 – Policy of the CSA states that amendments to a policy must be submitted and included in the Board package for review prior to the Board meeting. All amendments require one Board meeting notice, and a two-thirds majority vote at a meeting of the Board.

Notice of this motion is hereby provided at the Board meeting on March 29, 2023.

MOTION: That CSA Policy Manual Appendix G – Electoral, Section 26.0 be amended to add the following subsection:

26.7 In the event that quorum is not reached by the end of the voting period of the Online Elections Contingency Plan, the CSA Board of Directors shall have the authority to hold a vote to ratify the elections results without having reached quorum.

16.11.4 Notice: Policy Amendment re Clubs Office Job Titles

Note: Bylaw 4 – Policy of the CSA states that amendments to a policy must be submitted and included in the Board package for review prior to the Board meeting. All amendments require one Board meeting notice, and a two-thirds majority vote at a meeting of the Board.

Notice of this motion is hereby provided at the Board meeting on March 29, 2023.

MOTION: That the CSA Policy and Bylaw Manual be amended as follows:

- That all occurrences of the job title 'Clubs Administrative Coordinator' throughout the Policy and Bylaw Manual be deleted and replaced with the job title 'Clubs Coordinator';
- That all occurrences of the job title 'Clubs Programming Coordinator' throughout the Policy and Bylaw Manual be deleted and replaced with the job title 'Clubs Event Coordinator'.

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16.11.6 Calling Annual General Meeting

WHEREAS on March 13, 2023, the Annual General Meeting was postponed at an Executive Committee Meeting without consulting the Board of Directors;

WHEREAS the Board of Directors only became aware of this postponement when an email was sent out by the CSA's Policy and Transition Coordinator two days before the Annual General Meeting was scheduled to take place;

WHEREAS no alternative date was provided for the Annual General Meeting in the email sent to the Board of Directors;

WHEREAS the Annual General Meeting was postponed and replaced with an emergency meeting which could have been scheduled for March 16th, 2023 or March 17th, 2023, following the AGM;

WHEREAS CSA Organizational Bylaw 1 section 9.1.1 states "every year, one annual meeting of the membership shall be held during the elected term".

WHEREAS the Ontario Not-for-Profit Corporations Act allows for the directors of a corporation to call an annual meeting of the members not later than 15 months after holding the preceding annual meeting;

WHEREAS the Central Student Association must hold an Annual General Meeting prior to June 30th, 2023 as per the Ontario Not-for Profit Corporations Act;

WHEREAS student attendance would be hindered if the Annual General Meeting was scheduled to take place during the summer months;

WHEREAS CSA Organizational Bylaw 1 section 9.1.2 a) states that "Member Meetings may be held physically (in-person), virtually (remotely), or in a combination of both formats (hybrid) as determined by the Board of Directors";

BE IT RESOLVED that the CSA reschedule the Annual General Meeting to Friday, April 14, 2023;

BE IT FURTHER RESOLVED that the Annual General Meeting take place virtually to reduce the workload on CSA staff who are already busy with the CSA Elections;

AND FURTHER that an AGM Safety Plan be developed and provided to the Board of Directors for approval.

Motion Carried

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Agenda – March 29, 2023

16.0	Call to Order	
16.1	Land Acknowledgement Member Michaela Hishon	
16.2	Adoption of the Agenda 16.2.1 Approve the Agenda 16.2.2 Declarations of Conflicts	
16.3	Ratifications and De-Ratifications	
16.4	Comments from the Chair 16.4.1 Introductions and Pronouns	
16.5	Approval of Past Minutes 16.5.1 Meeting # 13 – February 1, 2023 16.5.2 Meeting #14 – February 15, 2023 16.5.3 Meeting # 15 – March 1, 2023 16.5.4 Meeting # 15A – March 8, 2023	
16.6	Executive Committee Minutes	
16.7	Executive Updates 16.7.1 President – March 29, 2023 16.7.2 VP Student Experience (vacant) 16.7.3 VP Academic – March 29, 2023 16.7.4 VP External – March 29, 2023	
16.8	Director Reports	
16.9	CSA Service Update and Report	
16.10	Committee Updates and Reports 16.10.1 Hiring Committee Report: Clubs Event Coordinator 16.10.2 Finance Committee Meeting # 5 Minutes – March 6, 2023 16.10.3 Hiring Committee Report: Clubs Coordinator 16.10.4 Hiring Committee Report: FoodBank Coordinator	
16.11	Business 16.11.1 Presentation: Overview of the 2023-2024 Draft CSA Budget – Lee Anne Clarke, Business Manager 16.11.2 Notice: Policy amendment re Absentee Voting for Elections Contingency Plan 16.11.3 Notice: Policy amendment re Quorum for Elections Contingency Plan 16.11.4 Notice: Policy amendment re Clubs Office Job Titles 16.11.5 Updated Online Elections Contingency Plan 16.11.6 Motion: Calling Annual General Meeting	

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16.12	New Business 16.12.1	
16.13	Announcements	
16.14	In Camera Session	
16.15	Adjournment	

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Minutes – March 29, 2023

16.0 Call to Order

The meeting was called to order at 6:32 pm.

16.1 Land Acknowledgement

Member Michaela Hishon provided the following land acknowledgement:

Hello everyone and welcome to tonight's meeting, my name is Michaela Hishon and I ask that we begin by acknowledging the nations on whose traditional territory we are meeting. Here at the University of Guelph, we are gathered on the ancestral lands of the Attawondron people and the treaty lands of the Mississaugas of the Credit, and I am very grateful for the opportunity to not only reside here in Guelph, but also to study, work, and meet new friends on this land. I work to uphold the significance of the Dish with One Spoon Covenant and find that I am the most connected to nature when I visit the arboretum and reflect on its beauty and history. For more information about the land and how to figure out what it means to you, I encourage you to do research and reflect in your own time, at www.nctr.ca or www.native-land.ca.

Michaela Hishon, Board Member

16.2 Adoption of the Agenda

16.2.1 Approve the Agenda

MOTION: That the agenda for the CSA Board of Directors Meeting # 16 on March 29, 2023, be approved as printed and distributed.

Moved: Mauricio Fernandez

Seconded: Jacob Miller

Motion Carried

MOTION TO AMEND: that the agenda be reordered so that **Items 16.11.2, 16.11.3, 16.11.4, 16.11.6, 16.11.1, and 16.11.5** are the first items of discussions following **Item 16.2.2**.

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Moved: Nicole Walker, President

Seconded: Isha Maharaj

The President motivated that we have key items to discuss and policy amendments that require notice, and we will likely lose quorum before finishing the agenda as some members need to leave early and we only just have quorum currently.

Motion Carried

AMENDED MOTION: that the agenda for the CSA Board of Directors Meeting # 16 on March 29, 2023, be approved as amended with:

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Motion Carried

16.2.2 Declarations of Conflicts

No declarations of conflict were made at this meeting.

16.3 Ratifications and De-Ratifications

No ratifications or de-ratifications were considered at this meeting.

16.4 Comments from the Chair

No comments from the Chair were heard at this meeting.

16.4.1 Introductions and Pronouns

Due to time and quorum constraints, the Board bypassed formal introductions for this meeting.

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16.11.2 Notice: Policy Amendment re Absentee Voting for Online Elections Contingency Plan

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16.11.3 Notice: Policy Amendment re Online Elections Contingency Plan Quorum

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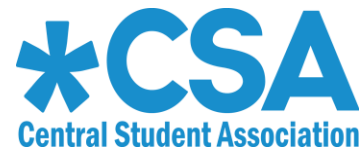
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WHEREAS the Ontario Not-for-Profit Corporations Act allows for the directors of a corporation to call an annual meeting of the members not later than 15 months after holding the preceding annual meeting;

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WHEREAS student attendance would be hindered if the Annual General Meeting was scheduled to take place during the summer months;

WHEREAS CSA Organizational Bylaw 1 section 9.1.2 a) states that “Member Meetings may be held physically (in-person), virtually (remotely), or in a combination of both formats (hybrid) as determined by the Board of Directors”;

BE IT RESOLVED that the CSA reschedule the Annual General Meeting to Monday, April 10th, 2023;

BE IT FURTHER RESOLVED that the Annual General Meeting take place virtually to reduce the workload on CSA staff who are already busy with the CSA Elections.

Moved: Nicole Walker, President

Seconded: Isha Maharaj

The President provided an overview of the operational difficulties associated with hosting the AGM on April 10, due to the short timeline and the competing priority of the CSA General Elections. She additionally recognized that April 10 is Easter Monday, which although is not a statutory holiday, it is a day that may pose difficulties for reaching quorum, as many students may have family obligations along with exam preparation. The President proposed Wednesday, April 19 as an alternate date to host the AGM, as it will provide staff with more time to prepare the AGM materials and adequately promote the event in hopes of reaching quorum.

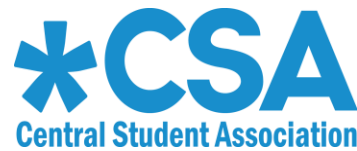
Member Fernandez proposed Friday, April 14 as an alternate AGM date, as based on his exam schedule and the schedules of other undergraduate students that he’s heard from, the second week of exams will be the busier time for students. As the first week of exams may be less busy, there may be a better chance of reaching quorum on April 14.

Member Miller inquired whether there is sufficient time for the agenda package to be finalized before April 14.

The PTC expressed concern that there wouldn’t be time to prepare the AGM agenda package by the required deadline of 48 hours before the AGM and noted that it may be difficult to reach quorum on a Friday night with very limited time to promote the event. The PTC reiterated the justification provided by the President, noting that the President and the PTC are the two roles that are primarily responsible for both the AGM and the General Elections, and there are limited

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days to prepare especially given time off associated with the Easter long weekend.

Members discussed the merits of both dates and determined that April 14 will be more likely for undergraduate students to attend.

The President proposed to amend the motion to reschedule the date of the AGM to Friday, April 14. The President proposed an additional amendment to add a clause that an AGM Safety Plan will be developed and approved by the Board of Directors.

Motion Carried

Quorum was lost following Item 16.11.6 and the meeting was adjourned at 7:00pm.

16.12. New Business

No new business was presented at this meeting.

16.13 Announcements

No announcements were made at this meeting.

16.14 In Camera

No In Camera session was held at this meeting.

16.15 Adjournment

The meeting was adjourned at 7:00pm due to loss of quorum.

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Approved by the Board of Directors

Date: July 5, 2023

Signed: _____

Date: _____

Cameron Olesen
Board Chair

Signed: _____

Date: _____

Colleen Bovay
Policy & Transition Coordinator