

## MEETING MINUTES

Board of Directors Meeting

2021.01.15

Virtual - Zoom

9:00AM – 12:35PM

Meeting called by:	BOD
Type of Meeting	Board Meeting
Call to order	9:05AM
Attendees	Sana Banu, Paul Banks, Tamara Cooper, Pranav Gandhi, Mehar Hundal, Kyle Magalhaes, Gijo Mathew, Sivani Pappu, Prabhjot Singh, Vaidehi Thakkar, Sheena Witzel, Janie Renwick, Amelia Baty
Proxy	
Regrets	
Adjournment	11:51AM

## AGENDA TOPICS

### CALL TO ORDER

### PROCEDURAL

Meeting called to order at 9:05 AM

### LAND ACKNOWLEDGEMENT

### PROCEDURAL

We would like to acknowledge that we are on the lands of the Neutral, Anishinaabe and Haudenosaunee peoples.

### TIME TO ADJOURN

### PROCEDURAL

Presenter: Sana Banu, President

Time to adjourn will be 12:35 PM

### APPROVAL OF AGENDA

### DECISION

Presenter: Sana Banu, President

Attachment: Board Meeting Agenda – 2021.01.15

## Motion to approve the agenda

Forward: Gijo Mathew  
Second: Vaidehi Thakkar  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

## APPROVAL OF MINUTES

## DECISION

Presenter: Sana Banu, President  
Attachment: Board Meeting Minutes 2020.12.08

## Motion to approve the minutes from the month of December

Forward: Paul Banks  
Second: Pranav Gandhi  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

## CNCA FILING

## DECISION

Presenter: Sana Banu, President  
Attachment: Legal Memorandum - Advantages of Transitioning under the Canada Not-for-Profit Corporations Act for Conestoga Students Inc. ("CSI")

- The board has looked over this memorandum and had questions answered by legal council

## Motion to approve changing to CNCA from the Provincial Act.

Forward: Paul Banks  
Second: Gijo Mathew  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

## BYLAW CHANGES

## DECISION

Presenter: Sana Banu, President  
Attachment: Proposed By-Law Changes

**Motion to approve amended Bylaw 2.8 Books and Records as presented.**

Forward: Tamara Cooper  
Second: Prabhjot Singh  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Bylaw 3.1 Number of Directors and Powers as presented.**

Forward: Vaidehi Thakkar  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Bylaw 3.8 Duties as presented with amendments.**

Forward: Tamara Cooper  
Second: Vaidehi Thakkar  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve the amended Bylaw 4.2 President as presented with amendments.**

Forward: Gijo Mathew  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Bylaw 4.3 Vice-President as presented with amendments.**

Forward: Vaidehi Thakkar  
Second: Pranav Gandhi  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Bylaw 4.4 Executive Director as presented.**

Forward: Tamara Cooper  
Second: Vaidehi Thakkar  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Bylaw 4.5 Indigenous Student Director as presented with amendments.**

Forward: Pranav Gandhi  
Second: Prabhjot Singh  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

- Amended to “Recognizing our commitment to partnership with Indigenous students on our campus, the board shall appoint and Indigenous Student Directors each year through a process mutually agreed upon by CSI Board of Directors and the Aboriginal Office of Conestoga College”.
- Concerns from some directors that this is a possible threat to the democratic process as other individual communities may be inspired to attempt to create appointed positions on the board
- This is an agreed upon partnership that is to be reflected throughout Canadian society, that as a board we have committed to.
- This position is part of the truth and reconciliation process and is different from other equity seeking groups. It is important for reconciliation to create opportunities for partnership and to solidify our commitment

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Motion to approve amended Bylaw 4.8 Not an Executive Position as presented.

Forward: Paul Banks  
Second: Gijo Mathew  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

- This will be a subsection of 4.7, therefore subsequent subsections will be numbered to reflect this

Motion to approve amended Bylaw 4.9 Remuneration of Officers as presented.

Forward: Paul Banks  
Second: Gijo Mathew  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

Motion to approve Section 8 header amendment as presented.

Forward: Gijo Mathew  
Second: Sivani Pappu  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

Motion to approved amended Bylaw 9.2 Meeting of Members as presented.

Forward: Sivani Pappu  
Second: Vaidehi Thakkar  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

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**Motion to approve amended Bylaw 9.3 Notice of Meetings as presented.**

Forward: Tamara Cooper  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Bylaw 9.6 Proxies as presented.**

Forward: Paul Banks  
Second: Gijo Mathew  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

## POLICY CHANGES

## DECISION

Presenter: Sana Banu, President, Kyle Magalhaes, VPI  
Attachment: Proposed Policy Changes

**Motion to approve amended Policy 0.1.0 Policy Formatting as presented.**

Forward: Sivani Pappu  
Second: Tamara Cooper  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 2.1.0 Presidents Job Description as presented.**

Forward: Sivani Pappu  
Second: Pranav Gandhi  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

# BOARD OF DIRECTORS /// MEETINGS

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**Motion to approve amended Policy 4.1.0 Global Governance Process as presented.**

Forward: Tamara Cooper  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.3.0 Directors Job Description as presented.**

Forward: Sivani Pappu  
Second: Gijo Mathew  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.4.0 Aboriginal Student Director Job Description as presented.**

Forward: Sivani Pappu  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

- **Motion Withdrawn**

**Motion to remove Policy 4.4.0 Aboriginal Student Director Job Description.**

Forward: Vaidehi Thakkar  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to remove Policy 4.6.0 Board Incidental Reports.**

Forward: Tamara Cooper

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Second: Prabhjot Singh  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.7.0 Board Members Code of Conduct as presented.**

Forward: Paul Banks  
Second: Tamara Cooper  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.8.0 Board Members Visibility and Branding as presented.**

Forward: Vaidehi Thakkar  
Second: Sivani Pappu  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.9.0 Vice President Internal as presented.**

Forward: Gijo Mathew  
Second: Sivani Pappu  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to remove Policy 4.10.0 Vice President Internal Incidental Report.**

Forward: Paul Banks  
Second: Vaidehi Thakkar  
Abstain: None  
Opposed: None  
In Favor: All

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Motion: Carried

**Motion to remove Policy 4.11.0 Vice President External effective 2021.04.30.**

Forward: Sivani Pappy  
Second: Gijo Mathew  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to remove Policy 4.12.0 Vice President External Incidental Report effective 2021.04.30.**

Forward: Prabhjot Singh  
Second: Tamara Cooper  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.13.0 Board Meeting Attendance and Etiquette as presented.**

Forward: Gijo Mathew  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.14.0 Board Committees as presented.**

Forward: Tamara Cooper  
Second: Sivani Pappu  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve creation of a policy titled Board Committees Structure following outline and recommendations by Catherine Raso.**

Forward: Paul Banks  
Second: Vaidehi Thakkar  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.16.0 Board Member and President Remuneration as presented.**

Forward: Tamara Cooper  
Second: Sivani Pappu  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

**Motion to approve amended Policy 4.18.0 Elections as presented with amendments.**

Forward: Gijo Mathew  
Second: Prabhjot Singh  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

- Because CSI will not hold the Indigenous Director election, the modification will remove “one (1) Indigenous Director,”
- Payment of the PEO can be determined by the board. This is reflected in Bylaws.

**Motion to approve the amended Policy 4.19.0 Elections Board of Directors as presented with amendments.**

Forward: Vaidehi Thakkar  
Second: Gijo Mathew  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

- Because CSI will not hold the Indigenous Director election, the modification will remove “one (1) Indigenous Director,”
- Removal of entire “Selection Process” 6.0

## Motion to create Extraordinary Circumstances Election Policy

Forward: Tamara Cooper  
Second: Paul Banks  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

- Kyle and Amelia will create this policy and present to the board upon completion

## Motion to remove Policy 4.22.0 Elections – Vice President External Selection.

Forward: Prabhjot Singh  
Second: Pranav Gandhi  
Abstain: None  
Opposed: None  
In Favor: All  
Motion: Carried

- Consideration for the Policy Committee going forward is looking at succession planning for the President’s position

ACTION: Sana to forward President’s Training Manual to Policy Committee

- Structure of board meeting policy for the Chair should be created
- Policy for the Secretary of the Board should be created
- Indigenous Director selection policy needs to be created

## INCIDENTAL REPORTS

## UPDATE

Attachments: Incidental Reports  
Monitoring Report EL #2b Treatment of Staff

# BOARD OF DIRECTORS /// MEETINGS

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- Monitoring Report EL #2b Treatment of Staff, Sana reports compliance
- All incidental reports have been uploaded to Sharepoint

## BOARD MONITORING

## IN-CAMERA

### Motion to enter In-Camera at 11:39am

Forward: Tamara Cooper  
Second: Prabhjot Singh  
Opposed: None  
Abstain: None  
In Favour: All  
Motion: Carried

### Motion to exit In-Camera at 11:51am

Forward: Pranav Gandhi  
Second: Gijo Mathew  
Opposed: None  
Abstain: None  
In Favour: All  
Motion: Carried

## ADJOURNMENT

## PROCEDURAL

Presenter: Sana Banu, President

### Motion to adjourn at 11:51 PM

Forward: Paul Banks  
Second: Vaidehi Thakkar  
Abstain: None  
Opposed: None  
Approve: All  
Motion: Carried



February 10, 2021

President, Chair

Date



February 10, 2021

President, Secretary

Date