

Saitsa Board of Directors Special Meeting Minutes



January 25th, 2021 at 5:00 p.m.
Microsoft Teams Meeting

Present:

Tim Holowachuk	Board of Directors Chair	Voting Member
Dawson Thomas	Board of Directors Vice Chair	Voting Member
Akinjide Akinwale	Director	Voting Member
Fatima Bilal	Director	Voting Member
Arek Gellatly	Director	Voting Member
Maclean Jarvis	Director	Voting Member
Tola Jimoh	Director	Voting Member
Jennifer Nguyen	Director	Voting Member
Krystal Nguyen	Director	Voting Member
Scott Pleavin	Director	Voting Member
Kelly Jeed Sawadan	Director	Voting Member
Ryan Morstad	Saitsa President	Voting Member
Liam Hunter	Vice President External	Voting Member
Jasmin Bhatti	Vice President Academic	Voting Member
Jessi Leippi	Vice President Student Life	Voting Member
Joy Bowen-Eyre	Neutral Facilitator	Non-Voting
Rigel Raju	Board of Governors Student Representative	Non-Voting
Marc Stromme	Saitsa Executive Director	Non-Voting
Rachel Paris	Saitsa Manager, Governance & Advocacy	Non-Voting
Rio Valencerina	Saitsa Coordinator, Governance	Non-Voting
Angela Walgren	Saitsa Coordinator, Governance	Non-Voting

Guests:

Matt Risser	External Governance Consultant
Michael Hughes	External Governance Consultant
Jessica Park	External Bylaw Consultant

	Agenda Item	Accountability	Time
1.0	Call to Order <i>T. Holowachuk called the meeting to order at 5:02p.m.</i>	T. Holowachuk	2 Min
2.0	Acknowledgement of Traditional Indigenous Territories T. Holowachuk gave the acknowledgement of Traditional Indigenous Territories.	T. Holowachuk	2 Min
3.0	Conflict of Interest Check T. Holowachuk reminded members of the Board to declare any real or perceived conflict of interest. A conflict of interest is defined as any situation where an individual may benefit, or appear to benefit, from a decision made by the Board.	T. Holowachuk	2 Min

L. Hunter, J. Bhatti, and J. Leippi declared a perceived conflict of interest due to their roles as Vice Presidents of the Association and personal interest in running as candidates in the next election.

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T. Holowachuk declared a perceived conflict of interest due to personal interest in running as a candidate in the next election.

4.0 Approval of Agenda

T. Holowachuk 2 Min

Motion:

To approve the presented agenda.

T. Holowachuk/T. Jimoh
14 – 0 – 1
Motion carried

5.0 Business Items

5.1 Saitsa Governance Review, Bylaws

150 Min

Motion:

WHEREAS on Jan. 4, 2021 the Board tasked the Executive Director with the preparation of Bylaws for presentation at the 2021 Annual General Meeting; and

WHEREAS the Board has reviewed the proposed Bylaws at the January 18th meeting and January 28th, 2021 meetings;

BE IT RESOLVED the Board of Directors endorses the presentation of the new Saitsa Bylaws at the 2021 Annual General

T. Holowachuk/T. Jimoh
Motion tabled

Subsidiary Motion:

To table the motion.

R. Morstad/L. Hunter
5 – 1 – 9
Motion carried

The Chair did not accept the motion to table due to a point of order; the motion to table was ruled as dilatory by the Chair.

Privileged Motion:

To appeal the Chair's decision.

R. Morstad/J. Leippi.
6-1-8
Motion carried

The main motion was tabled.

Motion:

WHEREAS The Board of Directors has not accepted recommendation 6.16 in

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the Saitsa Governance Review report prepared by Michael Hughes and Matt Risser

BE IT RESOLVED THAT

1. Total Compensation for Directors on the board be no less than \$10 000 per year.
2. Total Compensation for the President and Vice President be no less than \$30,000 per year.

R. Morstad/L. Hunter
7 – 2 – 6
Motion carried

ACTION: The Governance Committee will be tasked with the preparation of a Board of Directors Compensation Policy to be presented no later than Monday February 22nd. The Board discussed the development of these compensation numbers; the numbers in the motion are a threshold – these are minimums.

The motion was approved.

Main Motion:

BE IT RESOLVED the Board directs Jessica Park to revise the presented Bylaws to include a position of Facilitating Chair.

L. Hunter
4 – 11 – 0
Motion failed

The Chair did not accept this motion due to the Board's acceptance of the recommendations in the Saitsa Governance Review report during the January 4th Special Meeting of the Board.

Privileged Motion:

To appeal the decision of the Chair.

L. Hunter/M. Jarvis
8 – 7 – 0
Motion carried

The main motion failed.

The Board discussed how Roberts' Rules can be interpreted in context of the recommendations approved on January 4th. Some of the Board members would like the opportunity to further discuss those recommendations. The issue of contravening Roberts' Rules was raised.

Motion:

BE IT RESOLVED the Board directs Executive Director to revise the presented Bylaws to include a position of Facilitating Chair, who shall facilitate regular meetings of the Board and any meeting of the General Membership. The President shall retain the title of Chair and be

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regarded as leader and spokesperson of the Board and shall facilitate meetings in the absence of the Facilitating Chair.

L. Hunter/M. Jarvis
4 – 11 – 0
Motion failed

The Board discussed the two separate roles of Facilitating Chair and Board Advisor. The Board Advisor would be an external hire, an ex-officio member of the Board who would advise the members of the board on decisions under their review. The Facilitating Chair would chair meetings of the Board and ensure meetings are run in a manner that is consistent with good governance.

The group discussed adopting this position and reviewing it in a year to see if it is successful. They highlighted how the recommendations made by the Governance Consultants were made specifically for Saitsa.

Privileged Motion:

To take the previously tabled motion from the table.

T. Holowachuk/L. Hunter
15 – 0 – 0
Motion carried

Main Motion:

WHEREAS on Jan. 4, 2021 the Board tasked the Executive Director with the preparation of Bylaws for presentation at the 2021 Annual General Meeting; and

WHEREAS the Board has reviewed the proposed Bylaws at the January 21 and January 28, 2021 meetings;

BE IT RESOLVED the Board of Directors endorses the presentation of the new Saitsa Bylaws at the 2021 Annual General Meeting, for approval by the membership.

T. Holowachuk/T. Jimoh
15 – 0 – 0
Motion carried

6.0 Questions/Adjournment

2 Min

Motion:

To adjourn the meeting.

L. Hunter/T. Holowachuk
Motion carried

The motion was approved by general consent.

The meeting was adjourned at 6:57 p.m.