

Present:

Tim Holowachuk	Board of Directors Chair	Voting Member
Shawna LeBlanc	Board of Directors Vice Chair	Voting Member
Akinjide Akinwale	Director	Voting Member
Fatima Bilal	Director	Voting Member
Arek Gellatly	Director	Voting Member
Macleon 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
Dawson Thomas	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
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, Administration	Non-Voting

Regrets:

Rigel Raju	Board of Governors Student Representative	Non-Voting
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Guests:

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

	Agenda Item	Accountability	Time
1.0	Call to Order <i>T. Holowachuk called the meeting to order at 6:02pm on Monday, January 4th, 2021</i>	T. Holowachuk	2 Min
2.0	Conflict of Interest Check T. Holowachuk provided the group with a definition of what a conflict of interest is and how some members might have a conflict of interest with tonight's meeting. A conflict of interest is any situation when an individual would have a direct personal benefit from business of the board. He reminded the group to declare if they have a conflict of interest.	T. Holowachuk	2 Min

T. Holowachuk, L. Hunter, K. Sawadan, J. Bhatti, and J. Leippi all declared a perceived conflict of interest due to potentially deciding to run in the upcoming election.



3.0 Approval of Agenda

T. Holowachuk 2 Min

Amendments:

- T. Holowachuk put forward to adjust the time for business item 4.1 be 120 minutes instead of 10 minutes.

Motion:

To approve the January 4th meeting agenda as amended.

T. Holowachuk/A. Gellatly
Motion carried

The agenda was approved by general consent.

4.0 Business Items

4.1 Saitsa Governance Review

120 Min

R. Paris introduced Matt Risser and Michael Hughes to the group; they are the consultants who have conducted Saitsa's governance review. The purpose of the review was to recommend a set of structural and organizational changes for Saitsa. They conducted multiple interviews and with that information developed a report with governance restructure recommendations; this report was circulated to members of the Saitsa Board of Directors on the 30th of December.

Matt Risser and Michael Hughes presented to the group regarding their research and their governance restructuring recommendations.

Motion:

To move in-camera with all present.

T. Holowachuk/L. Hunter
Motion carried

The motion was approved by general consent.

The meeting moved in-camera at 6:26 p.m.

Motion:

To move out-of-camera.

T. Holowachuk/L. Hunter
Motion carried

The motion was approved by general consent.

The meeting moved out-of-camera at 7:30p.m.

The meeting adjourned at 7:30p.m. for a 10-minute recess



The meeting reconvened at 7:40p.m.

The group discussed the process of accepting the report and accepting specific recommendations/adjusting other recommendations to best suit the organization's needs.

J. Bowen-Eyre advised the group that an Impact Report would be beneficial, prepared by the Executive Director. An Impact Report outlines what kind of impacts the organization would face with the governance restructure recommendations implemented.

The group discussed M. Risser and M. Hughes role in the execution of the governance restructure.

Motion:

To move in-camera without staff or guests, and with M. Stromme and J. Bowen-Eyre.

T. Holowachuk/L. Hunter
Motion carried

The motion was approved by general consent.

The meeting moved in-camera at 7:48p.m.

Matt Risser, Michael Hughes, and Jessica Park were invited back into the meeting at 8:35p.m.

Motion:

To move out of camera.

T. Holowachuk/F. Bilal
Motion carried

The motion was approved by general consent.

The meeting moved out-of-camera at 8:48p.m.

A short break was taken for a motion to be drafted.

Motion:

WHEREAS Saitsa has completed an internal review of its governance structures;

AND WHEREAS Saitsa has received recommendations from external governance consultants regarding possible changes to its governance structures;

BE IT RESOLVED the Board of Directors accepts the recommendations in the Saitsa Governance Review report prepared by Michael Hughes and Matt Risser, with the following exceptions:

- Recommendation 6.16
- Recommendation 6.75



And the following amendments:

- That recommendation 6.1 be changed to reform the existing Board of Directors and Executive Council into a single-tiered, elected Board of Directors rather than a Council;
- That recommendation 6.4 be changed to have nine (9) Directors elected on a yearly basis;
- That recommendation 6.5 be changed to have the President elected internally from the newly elected Board of Directors following a general election;

BE IT FURTHER RESOLVED the Board of Directors endorses the governance framework in the Saitsa Governance Review report, as presented; and

BE IT FURTHER RESOLVED the Board of Directors tasks the Executive Director to take steps to draft and implement proposed changes to Saitsa's governance framework in accordance with the recommendations of the report, to be presented at the 2021 Annual General Meeting.

T. Holowachuk/D. Thomas
16-0-0
Motion Carried as
Amended

Subsidiary Motion:

To amend the previous motion.

Motion:

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AND WHEREAS Saitsa has received recommendations from external governance consultants regarding possible changes to its governance structures;

BE IT RESOLVED the Board of Directors accepts the recommendations in the Saitsa Governance Review report prepared by Michael Hughes and Matt Risser, with the following exceptions:

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And the following amendments:

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BE IT FURTHER RESOLVED the Board of Directors endorses the governance framework in the Saitsa Governance Review report, as presented; and

BE IT FURTHER RESOLVED the Board of Directors tasks the Executive Director to take steps to draft and implement proposed changes to Saitsa's governance framework in accordance with the recommendations of the report, to be presented at the 2021 Annual General Meeting.

L. Hunter/K. J. Sawadan
12-0-4
Motion Carried

ACTION: The Board of Directors tasks the Executive Director to prepare an Impact Report outlining potential changes to organizational structure as a result of the proposed governance model and structure changes.

5.0 Questions/Adjournment

2 Min

Motion:

To adjourn the meeting.

T. Holowachuk
Motion carried

The meeting was adjourned at 9:32p.m. by general consent.