



Meeting – 3<sup>rd</sup> April 2023

Time – 5:00 PM

Location – Begin Tower Penthouse 22<sup>nd</sup> Floor

**Present:**

Aaron Ramos	President	Voting Member
Jayden Baldonado	Director	Voting Member
Karanpreet Singh Gill	Director	Voting Member
Ha Phuong Anh Nguyen	Director	Voting Member
Paul John Martinez	Vice President	Voting Member
Oluwatomisin Aroge	Director	Voting Member
Marc Stromme	Saitsa Executive Director	Non-Voting
Rachel Paris	Director, Student Services	Non-Voting
Sunra Sunra	Administrative Coordinator, G&A	Non-Voting
Christina Matisons	Board Advisor	Non-Voting

**Absent:**

Rio Valencerina	Manager, Governance & Advocacy	Non-Voting
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**Guests:**

Marina Butenko	Student	Non-Voting
Mansoor Ali	Student	Non-Voting
Ben Nwachukwu	Student	Non-Voting
Chantel Coutu	Student	Non-Voting
Auginne Bunado	Student	Non-Voting
Julia Espiritu	Student	Non-Voting

**Agenda Item**

**1.0 Call to Order:**

A. Ramos called the meeting to order at 5:08 pm.

**2.0 Acknowledgement of Traditional Indigenous Territories:**

A. Ramos gave the Acknowledgement of Traditional Indigenous Territories.

**3.0 Conflict of Interest Check:**

A. Ramos reminded the Board to declare any real or perceived conflict of interest. A conflict of interest is defined as any situation where a director could directly benefit or appear to benefit from business conducted by the Board. P.J. Martinez said I & H.P.A Nguyen are applying for the board personal grant so we will abstain during that part.

**4.0 Approval of the Agenda:**

A. Ramos called for an approval of the agenda. P. J. Martinez proposed to swap 7.3.1 & 7.3.2

**Motion:**



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To approve the agenda as amended.

**P.J. Martinez/K.S. Gill**

**Motion Carries**

*The motion was approved as presented.*

**5.0 Adoption of Minutes:**

**5.1 Regular Meeting of the Board from 3<sup>rd</sup> April 2023.**

**Motion:**

To approve the minutes as presented.

**K.S. Gill/ H.P.A Nguyen  
Motion Carries**

*The motion was approved by general consent.*

**6.0 Presentations**

**7.0 Items for Decision:**

**7.1 Ends**

No Business was conducted in this meeting.

**7.2 Executive Limitations**

No Business was conducted in this meeting.

**7.3 Governance Process**

**7.3.1 2023-2024 Board Remuneration**

**Motion GP-8**

WHEREAS Incorrect information was presented to the Board of Directors regarding Director remuneration at the March 6, 2023, Board of Directors meeting as GP-8-1 was not properly updated in May 2022; and

WHEREAS The Board of Directors has received the exact wording to GP-8-1 on March 24, 2023, to make an informed decision; and

WHEREAS Section 13.11 of the Saitsa bylaws states that director remuneration may be adjusted once each fiscal year and may not exceed CPI; and

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WHEREAS Section 13.12 of the Saitsa bylaws states that any increases to remuneration decided by the Board shall not take effect until after the subsequent general election period; and

BE IT RESOLVED The Board of Directors approves the following amended wording to GP-8-1, Directors Remuneration of its policy manual, effect May 1, 2023:

1. Directors shall be paid honoraria monthly. The organization shall have no responsibility for the withholding, collection, or payment of any taxes on Directors' behalf or for Directors' benefit, including but not limited to income taxes, employment insurance, Canada Pension Plan, and worker's compensation.

1.1 The President and Vice-President shall receive honoraria of \$2990 per month.

1.2 Other Directors shall receive honoraria of \$1120 per month.

AND BE IT FURTHER RESOLVED that the Board of Directors renounces all provisions of GP-8-1, effective May 1, 2023.

**K.S. Gill/P.J. Martinez**  
**4-0-0**  
**Motion passes**

K.S. Gill informed CPI was 6.8 percent and with proposed increase it has gone up.

O. Aroge joined at 5.16 pm

### **7.3.2 2023-2024 BOD Budget**

M. Stromme presented the budget through sections. BOD programming, honorariums, Promotions, membership fees, accommodation travels, & per diem, subscription, business expense & elections, office supplies, events, uniforms, insurance, professional development, professional fee, administration, and governance coaching, etc.

Just over 553,492.80 just over half a million in all. 3 other schools use/have copied our governance structure, he said.

P.J. Martinez asked how many schools you have asked to join us with

M. Stromme said Bow valley, may be UFC too.

M. Butenko asked and K.S. Gill sponsored, is it final we withdraw from ASEC, A. Ramos said we did reach out to them but haven't received any response.

C. Matisons requested M. Stromme to add \$250 to the membership/subscription for board evaluation platform.

### **Motion:**

WHEREAS Section GP-11-4-1 states that the Board of Directors shall be accountable for an annual budget for its own governance functions; and

WHEREAS The Executive Director has prepared and presented a draft budget for the Board of Directors' consideration, outlining the expected costs associated with the Board of Directors for the 2023-2024 fiscal year.



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BE IT RESOLVED The Board of Directors approves the presented (amended) budget dedicating up to \$552,492.80 for its cost of governance for the 2023-2024 fiscal year.

**K.S. Gill/P.J. Martinez**

**5-0-0**

**Motion Carries**

### **7.3.3 Board Personal Development Grant**

P. J Martinez said this is used for current director to upgrade, it's for my professional development, I would just like to get it reimbursed if it's alright with the board and I encourage you to take advantage of that.

**Motion** - Professional Development

WHEREAS GP-8-4 states that training and professional development allowance shall be provided to individual Directors at a rate, not more than \$500.00 per Director per year; and

WHEREAS Vice president Paul John Martinez has presented reasonable documentation for training and professional development; and

BE IT RESOLVED: The Board of Directors approves a training and professional development allowance of \$500 to Director Paul John Martinez.

**K.S. Gill/O. Aroge**

**4-0-1**

**Motion Carries**

WHEREAS GP-8-4 states that training and professional development allowance shall be provided to individual Directors at a rate, not more than \$500.00 per Director per year; and

WHEREAS Director Anh has presented reasonable documentation for training and professional development; and

BE IT RESOLVED: The Board of Directors approves a training and professional development allowance of \$500 to Director Anh.

**O. Aroge/P.J. Martinez**

**4-0-1**

**Motion Carries**

## **7.4 Board-Executive Director Delegation**

### **7.4.1 BEDR – Executive Director Title**



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M. Stromme explained, in the last meeting in March, if we can change my working title to match my official title. And for controller to be changed to CFO as well.

O. Aroge asked what's the current title, M. Stromme said it is Executive director and official working title CEO is. So, to make it the same.

**Motion – BEDR - 0**

WHEREAS The Carver Policy Governance Model refers to the Chief Executive Officer as the position of the organization that holds the top level of executive authority beneath the governing authority of the full Board of Directors; and

WHEREAS The Board of Directors and the Chief Executive Officer relationship is a key principle of the Carver Policy Governance Model; and

WHEREAS Section 2.13 of the Saitsa bylaws refers to the Executive Director as the Chief Executive Officer of the organization; and

WHEREAS BEDR-0 states the Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled Executive Director; and

BE IT RESOLVED The Board of Directors change the official working title of the Executive Director to the Chief Executive Officer.

AND BE IT FURTHER RESOLVED The Board of Directors approves all word changes corresponding of the Executive Director to the Chief Executive Officer within the Board of Directors Policy Manual, effective immediately.

Karan agreed to changing the title, better for staff and paperwork.

**K.S. Gill/P.J. Martinez**  
**4-0-0**  
**Motion carries**

5 minutes bio break.

Resumed at 5.55 pm

**8.0 Policy Items for Decision**

**8.1 Ends**

No Business was conducted in this meeting.

**8. 2 Executive Limitations**

**8.2.1 EL – 5 Asset Protection**

**Motion EL-5-5-1**

BE IT RESOLVED The Board of Directors approves the following amended wording to EL-5-5-2 of its policy manual:

**5-5-2** Make any purchase of over \$100,000.00 without having obtained comparative prices and quality.

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Orders shall not be split to avoid these criteria.

AND BE IT FURTHER RESOLVED that the Board of Directors renounces all provisions of EL 5-5-2, effective immediately.

**O. Aroge/P.J. Martinez**  
**5-0-0**  
**Motion Carries**

**Motion EL-5-5-3**

WHEREAS EL-5-5-3 is a duplication of policy EL-5-5-2; and

BE IT RESOLVED The Board of Directors repeals EL-5-5-3 of its policy manual.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL 5-5-3, effective immediately.

**H.P.A Nguyen/O. Aroge**  
**5-0-0**  
**Motion Carries**

**8.2.2 EL – 6 Investments**

**Motion EL-5-9**

BE IT RESOLVED The Board of Directors approves the following amended wording to EL-5-9 of its policy manual:

5-9 Permit a balance of less than \$50,000 in the Capital Asset Fund account.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL 5-9, effective immediately.

**O. Aroge/ K.S Gill**  
**5-0-0**  
**Motion Carries**

**8.2.2 EL – 6 Investments**

**Motion EL-6-6**

WHEREAS A review of policy EL-6-6 has determined the policy is not required; and

BE IT RESOLVED The Board of Directors repeals EL-6-6 of its policy manual, effective immediately.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL 6-6, effective immediately.

**O. Aroge/ K.S Gill**  
**5-0-0**  
**Motion Carries**



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### **8.2.3 EL – 8 Communication and Support to the Board**

#### **Motion EL-8-1-1**

BE IT RESOLVED The Board of Directors approves the following amended wording to EL-8-1-1 of its policy manual:

8-1-1 Neglect to submit timely monitoring data including interpretations of Board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations is reasonable, and evidence of compliance.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL 8-1-1, effective immediately.

**O. Aroge/P.J Martinez**  
**5-0-0**  
**Motion Carries**

#### **Motion EL-8-1-3**

BE IT RESOLVED The Board of Directors approves the following amended wording to EL-8-1-3 of its policy manual:

8-1-3 Allow the Board to be without sufficient timely and relevant decision information including environmental scanning data, and a risk assessment.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL 8-1-3, effective immediately.

Karan asked for some clarification from Stromme, the reason being repetition, Karan says we should keep both its isn't redundant. Stromme said this is one duplication that we found, it's just that one word.

**O. Aroge/ K.S Gill**  
**5-0-0**  
**Motion Carries**

#### **Motion EL-8-5**

BE IT RESOLVED The Board of Directors approves the following amended wording to EL-8-5 of its policy manual:

8-5 Hinder the Board from operating as a unified body, assume roles and processes the Board has retained for itself, or interfere with the Board's legal responsibilities.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL 8-5, effective immediately.

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M. Stromme said this one is a recommendation from the Board and Andrew rewrote it.

**O. Aroge/ P.J Martinez**  
**5-0-0**  
**Motion Carries**

#### **8.2.4 EL – 10 Fees**

##### **Motion EL-10**

BE IT RESOLVED The Board of Directors approves the following amended wording to EL-10 of its policy manual:

The Executive Director shall not cause or allow unfair or inconsistent administration of fees to members.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- 10-1 Change membership fees.
- 10-2 Change mandatory health and dental fees.
- 10-3 Set or permit punitive measures that are excessive.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL-10, effective immediately.

**O. Aroge/ K.S Gill**  
**5-0-0**  
**Motion Carries**

#### **8.2.5 EL – 12 Clubs**

##### **Motion EL-12-3**

BE IT RESOLVED The Board of Directors approves the following amended wording to EL-12-3 of its policy manual:

- 12-3 Allow members to be uninformed regarding the privileges and responsibilities of member-created clubs.

AND BE IT FURTHER RESOLVED The Board of Directors renounces all provisions of EL-12-3, effective immediately.

**O. Aroge/ P.J Martinez**  
**5-0-0**  
**Motion carries**

### **8.3 Governance Process**

#### **8.3.1 GP – 2 Board's Role**



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**Motion GP-2-5**

BE IT RESOLVED The Board of Directors approves the following amended wording to GP-2-5 of its policy manual:

Operational decisions that the Board has prohibited the Executive Director from making through its Executive Limitations policies:

5.5.1 Decisions regarding use of long-term reserves.

5.5.2 Decisions regarding acquisition, encumbering or disposal of land or buildings.

5.5.3 Decisions regarding capital expenditures that do not meet the conditions in EL-5-8.

5.5.4 Decisions regarding change of organizational name or identity in the community.

5.5.5 Creation of a subsidiary that does not meet the conditions in EL-5-12.

AND BE IT FURTHER RESOLVED that the Board of Directors renounces all provisions of GP-2-5, effective immediately.

**K. S Gill/ P.J Martinez**

**5-0-0**

**Motion Carries**

**K. S Gill pointed out 5.6 is missing**

BE IT RESOLVED The Board of Directors approves the following amended wording to GP-2-5 of its policy manual:

Operational decisions that the Board has prohibited the Executive Director from making through its Executive Limitations policies:

5.5.1 Decisions regarding use of long-term reserves.

5.5.2 Decisions regarding acquisition, encumbering or disposal of land or buildings.

5.5.3 Decisions regarding capital expenditures that do not meet the conditions in EL-5-8.

5.5.4 Decisions regarding change of organizational name or identity in the community.

5.5.5 Creation of a subsidiary that does not meet the conditions in EL-5-12.

5.5.6 Decision regarding mandatory fees including Health and dental

**K. S Gill/ P.J Martinez**

**5-0-0**

**Motion Carries**

AND BE IT FURTHER RESOLVED that the Board of Directors renounces all provisions of GP-2-5, effective immediately.

**8.3.2 GP – 4 President's Role**

**No business was conducted in this meeting**

**8.3.3 GP – 5 Vice-President Role**

**No business was conducted in this meeting**

**8.3.4 GP – 10 Board Discipline**

**No business was conducted in this meeting**



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#### **8.4 Board-Executive Director Delegation**

No Business was conducted in this meeting.

#### **9.0 Required Approvals**

No Business was conducted in this meeting.

#### **10.0 Ownership Linkages**

No Business was conducted in this meeting.

#### **11.0 Advocacy Linkages (Position Statements)**

#### **12.0 Board Education**

No Business was conducted in this meeting.

#### **13.0 Monitoring Board Performance**

##### **13.1 Director Reports**

K.S. Gill said

He met with his dean and found that the career center is suffering, students keep waiting for interviews and appointments, resume sessions etc. and therefore the School of Construction is suffering.

- A. Ramos said we are talking to schools now to streamline the process. We are also deciding whether these should be online or in person but most beneficiary shall be on campus. Instructors can't decide. O. Aroge asked with R. Paris if she can help her with presentations.
- A. Ramos said we should also give a presentation for safe space so I am working on that and how instructors can take that and implement change of culture so it's a collaborative effort.
- O. Aroge said to A. Ramos that, you and I should talk about this later and he agreed.
- A. Ramos said my report is not there yet, with CASA we had a consultation meeting, just some professional wins, we took Kayla and Chantel to Halifax. Get out & vote campaign is also something we are working on, this will include the new and old board, as it's halfway through April and halfway through May.

K.S Gill asked P.J Martinez about structural change at PBAS, P.J Martinez said changes are coming through, that every 2-3 years staff and trust members are being replaced, so M. Stromme will be joining PBAS as the student Board is replaced every year, so I recommend Saitsa sends 2 BOD members to join PBAS as Board trustees, so we know how the trust is being handled.

R. Paris explained to the new Board, Saitsa is part of the campus trust and that's what we are talking about. You all will select these things once you start.



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**14.0 Monitoring CEO Performance**

**14.1 EL- 11 Position Statements**

**EL- 11 Position Statements**

BE IT RESOLVED that the Board of Directors has received the Executive Director report regarding EL-11 Position Statements and finds has assessed it possesses a reasonable interpretation of the policy.

**P.J Martinez/K. S Gill**

**5-0-0**

**Motion Carries**

**14.2 EL-14 Elections**

P.J Martinez asked M. Stromme the report says incomplete. M. Stromme said we didn't catch the discrepancy as staff and the Board approved, so we are doing it again now.

**EL- 14 Elections**

BE IT RESOLVED that the Board of Directors has received the Executive Director report regarding EL-14 Elections and finds has assessed it possesses a reasonable interpretation of the policy.

**P.J Martinez/O. Aroge**

**5-0-0**

**Motion Carries**

**15.0 Information requested by the Board**

No Business was conducted in this meeting.

**16.0 Information for the Board**

**16.1 Saitsa – Events of the Month**

S. Sunra presented the events of the month to the Board.

A. Ramos asked why free breakfast 30 min is only and M. Stromme responded saying that's how fast it goes away. R. Paris says we as staff do what we can.

M. Ali asked endorsed by K.S Gill, these contacts for corporates for food that Sait shall not allow why did we agree, R. Paris said we don't agree we are a tenant at Sait like anyone else, these policies are decided by SAIT. We are an NGO and price things as lower as we can but other corporates like Tim Hortons on campus won't do that.



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K.S Gill said like Odyssey is a Saitsa operation no profit no loss kind of thing.

M. Ali asked about campus center, A. Ramos said campus center is still in process of being made and what is going on in the building. President and VP sit on the Board of Governors who decide about it.

M. Stromme said with what we are doing in terms of support, when we run out of resources, we are not to cut students off, it to create a buzz that students need help.

R. Paris said we are also trying to scan evidence to take it to Sait that if Saitsa didn't provide students breakfast would you eat? Say for Teddy market we are also doing like food banks and produce that we do through Teddy market, but because there is no competition on campus, we are left alone doing this.

## **17.0 Self-Evaluation & Governance Processes**

### **17.1 GP-10-1 Self Evaluation**

S. Sunra requested the Board to fill out self-evaluation forms and share with C. Matisons.

## **18.0 In-Camera Session**

**Motion: To go into camera with staff and advisor at 6:48 pm**

**P.J Martinez/K. S Gill**

**Motion: To go out of camera with staff and advisor at 6:58 pm**

**P.J Martinez/K. S Gill**

## **19.0 Questions/Adjournment**

Adjournment of the meeting at 6:59 pm.