



DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
April 29, 2021

The Twelfth Meeting of the Fourth Board of Directors of the Durham College Students Incorporated met on April 29 25, 2021 at 6:00 p.m. via videoconference.

Fourth Board of Directors

Present: Director Andrew Nunez-Alvarez
Director Kristen McKinnon
Director Eduardo Akeson
Director Christine Kozminski
Director Aleecia Lugossy

(non-voting) Jenna Peace, Executive Chairperson and Chief Elected Officer
Faris Lehn, General Manager
Charles Wilson, Operations Manager and Secretary of the Board of Directors
Joshua Reece, Financial Controller

Absent: Director Taneisha Jordon
Director Alex Harvey

CALL TO ORDER

The meeting was called to order at 6:08 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2020-12-01

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That the Agenda of the Twelfth Meeting of the Board of Directors be adopted.

-CARRIED (2020-12-02)

DECLARATION OF CONFLICT OF INTEREST

None were declared.

ADOPTION OF THE MINUTES OF THE PREVIOUS MEETING

RESOLUTION 2020-12-02

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That the Minutes of the Tenth Meeting of the Board of Directors held on February 18, 2021 and the Minutes of the Eleventh Meeting of the Board of Directors held on March 25, 2021 be adopted.

-CARRIED (2020-12-02)

THE BUDGET OF DURHAM COLLEGE STUDENTS INCORPORATED

The Financial Controller presented the Draft Budget.

RESOLUTION 2020-12-03

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR ANDREW NUNEZ-ALVEREZ

That the Operations Budget for the fiscal year 2021-2022 be adopted, subject to adjustment based on the confirmation of enrollment numbers and fees being paid in October 2021 and February 2022.

-CARRIED (2020-12-03)

RESOLUTION 2020-12-04

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That the Board of Directors authorises the Financial Controllers to purchase Guaranteed Income Certificates in the amount of up to \$870,000 out of the Health and Wellness Reserve Fund and \$900,000 out of the General Fund.

-CARRIED (2020-12-04)

RESOLUTION 2020-12-05

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR KRISTEN MCKINNON

That the Board of Directors creates the Exceptional Student Support Endowment Fund to be administered by Outreach Services in the amount of \$150,000 to be taken from the Health and Wellness Reserve Fund and included in the purchase of a Guaranteed Income Certificate, with \$25,000 to be used for exceptional student support yearly which shall be a combination of the interest earned and the balance coming from the principal amount.

-CARRIED (2020-12-05)

REPORT OF THE GENERAL MANAGER AND OTHER EXECUTIVE OFFICERS

The General Manager and Executive Chairperson presented their reports.

REPORT OF THE ACTING CHIEF RETURNING OFFICER

RESOLUTION 2020-12-06

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That the Record of the Election of the Board of Directors both at the 2021 Spring General Election held March 9-11, 2021 and the Special Membership Meeting of various classes of membership held April 6-8, 2021 be received.

-CARRIED (2020-12-06)

RESOLUTION 2020-12-07

Moved by: DIRECTOR CHRISTINE KOZMINSKI

Seconded by: DIRECTOR ALEECIA LUGOSSY

That the amendments to the Election Policy as contained in the Report of the Acting Chief Returning Officer be adopted.

-CARRIED (2020-12-07)

REPORT OF THE STANDING COMMITTEE

RESOLUTION 2020-12-08

Moved by: DIRECTOR ANDREW NUNEZ-ALVEREZ

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That the Report of the Standing Committee Meeting held on April 22, 2021 be received.

-CARRIED (2020-12-08)

RESOLUTION 2020-12-09

Moved by: DIRECTOR KRISTEN MCKINNON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That:

(1) the Board of Directors commit up to \$4,000,000 (four million dollars) over the next five years to renew the capital space of DCSI.

(2) the Board of Directors sets the long-term capital priorities as:

(a) the renewal of DCSI operated spaces including the Student Centre, at the Whitby Campus, and the DCSI Riot Radio stations studio;

(b) the planning of a new and/or expanded student centre at Oshawa with a view to meet the future needs of Durham College with substantial and meaningful management control of the student centre being exercised by DCSI;

(c) the creation of additional student space for mental health, clubs, societies, and other social gatherings;

(d) the creation and renewal of food service spaces in the student centre; and

(e) ensuring any space modernization increases the environmental sustainability of the building.

(3) the Board of Directors approves the following as the short-term capital projects for Durham College Students Inc.:

(a) the ML1B Cottages for a period of 18-24 months and then Whitby Room 180 upon it being ready for occupation by DCSI;

(b) Room B105b Whitby Campus for the creation of a Multi-Media and Content Creation Hub; and

(c) a formal commitment for Durham College of Applied Arts and Technology to invest in creating a renewed student centre, which could include a partnership or other appropriate space.

(4) approval-in-principle be given to the donation of up to \$1,000,000 (one million dollars) over the period of five years to Durham College of Applied Arts and Technology for the Budling for skills campaign in exchange for the space commitments from Durham College of Applied Arts and Technology as outlined in section (3) and subject to final approval be given upon the negotiation of a final gift agreement

which is acceptable in form and substance to the Executive Chair, General Manager, and Financial Controller.

(5) the negotiations committee for the agreement in section (4), shall be composed of the General Manager, Executive Chair, and the Operations Manager after consultation with the Financial Controller, before the final approval being given, each member of the negotiations team shall give their consent for the agreement to be executed, if there is any dissent, the matter shall be referred to the Board of Directors.

On a parliamentary inquiry EA asked about dividing the question. The Secretary of the Board advised that sections 1, 2, and 3,4 and 5 could each be divided into separate motions.

RESOLUTION 2020-12-101

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That Resolution 2020-12-09 be divided with sections 1 and 2, and 3, 4 and 5 as separate motions.

-CARRIED (2020-12-101)

RESOLUTION 2020-12-09A

Moved by: DIRECTOR KRISTEN MCKINNON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That:

(1) the Board of Directors commit up to \$4,000,000 (four million dollars) over the next five years to renew the capital space of DCSI.

(2) the Board of Directors sets the long-term capital priorities as:

(a) the renewal of DCSI operated spaces including the Student Centre, at the Whitby Campus, and the DCSI Riot Radio stations studio;

(b) the planning of a new and/or expanded student centre at Oshawa with a view to meet the future needs of Durham College with substantial and meaningful management control of the student centre being exercised by DCSI;

(c) the creation of additional student space for mental health, clubs, societies, and other social gatherings;

(d) the creation and renewal of food service spaces in the student centre; and

(e) ensuring any space modernization increases the environmental sustainability of the building.

-CARRIED (2020-12-09A)

RESOLUTION 2020-12-09B

Moved by: DIRECTOR KRISTEN MCKINNON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

THAT:

(1) the Board of Directors approves the following as the short-term capital projects for Durham College Students Inc.:

(a) the ML1B Cottages for a period of 18-24 months and then Whitby Room 180 upon it being ready for occupation by DCSI;

(b) Room B105b Whitby Campus for the creation of a Multi-Media and Content Creation Hub; and

(c) a formal commitment for Durham College of Applied Arts and Technology to invest in creating a renewed student centre, which could include a partnership or other appropriate space.

(2) approval-in-principle be given to the donation of up to \$1,000,000 (one million dollars) over the period of five years to Durham College of Applied Arts and Technology for the Budling for skills campaign in exchange for the space commitments from Durham College of Applied Arts and Technology as outlined in section (1) and subject to final approval be given upon the negotiation of a final gift agreement which is acceptable in form and substance to the Executive Chair, General Manager, and Financial Controller.

(3) the negotiations committee for the agreement in section (2), shall be composed of the General Manager, Executive Chair, and the Operations Manager after consultation with the Financial Controller, before the final approval being given, each member of the negotiations team shall give their consent for the agreement to be executed, if there is any dissent, the matter shall be referred to the Board of Directors.

-CARRIED (2020-12-09B)

OTHER REPORT

Report regarding the hours of the Chair

The Secretary of the Board presented the report.

RESOLUTION 2020-12-10

Moved by: DIRECTOR EDUARDO AKESON

Seconded by: DIRECTOR KRISTEN MCKINNON

That the By-laws be corrected to renumber section 8 as follows:

8.7 Remuneration.

(a) The Chairperson shall receive an hourly wage, the amount of which shall be set by a resolution of the Board.

(b) The Chairperson shall not receive any monetary or in-kind benefits other than the annual salary referred to in Section 8.7(a) without the consent of the Board. This shall not affect the use of Corporation facilities and funds reasonably associated with the carrying out of their duties.

8.8 Time Commitment. The Chairperson position shall be full-time, up to 40 hours a week, from May 1st to September 15th of every year and shall be part-time, up to 20 hours a week, from September 15th to April 30th of every year.

8.9 Ceasing to Hold Office. The Chairperson shall cease to hold office when they resign or when section 8.2(b) is enacted.

8.10 Discipline. The Board may discipline the Chairperson in accordance with section 18.

8.11 Decision to Remove the Chairperson. The Board shall consult with the Corporation's solicitor before utilizing section 8.2(b) and 18.

8.12 Vacancies. If a vacancy occurs, as a result of the action set out in 8.8 or otherwise, the Board shall have the discretion to hire or appoint a Member or non-member to become the Chairperson.

-CARRIED (2020-12-10)

DIRECTOR EDUARDO AKESON took the Chair.

RESOLUTION 2020-12-11

Moved by: DIRECTOR ANDREW NUNEZ-ALVEREZ

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That section 8.8 of the by-laws is rescinded and replaced as follows:

8.8 Time Commitment.

(a) The Chairperson position shall be full-time, up to 40 hours a week, from May 1st to September 15th of every year and shall be part-time, up to 20 hours a week, from September 15th to April 30th of every year.

(b) The Chairperson and the Board of Directors may enter into an agreement to change the hours of the position, as long as: (1) the total number of hours as contained in subsection (a) for the entire term of office is not exceeded; (2) the proposal is in writing; and (3) when the board is considering the agreement to the change of the hours of work for the Chairperson, the Chairperson shall not preside.

(c) When an agreement under subsection (b) is in effect, the contents of the agreement is public and shall be available to the members.

-CARRIED (2020-12-11)

RESOLUTION 2020-12-12

Moved by: DIRECTOR CHRISTINE KOZMINSKI

Seconded by: DIRECTOR KRISTEN MCKINNON

That the Executive Remuneration Policy be amended by repealing and replacing section 3.6 as follows:

3.6 The Chairperson shall:

3.6.1 Work the hours specified in the by-laws and their employment contract;

3.6.2 Be compensated at a rate of \$20 per hour for the during their term of office;

3.6.3 Notwithstanding section 3.6.2 the Chairperson shall receive their average earnings of the previous four weeks during the period of time where the DCSI Offices are closed for the winter break.

-CARRIED (2020-12-12)

RESOLUTION 2020-12-13

Moved by: DIRECTOR ALEECIA LUGOSSY

Seconded by: DIRECTOR ANDREW NUNEZ-ALVEREZ

That the Board of Directors approves the alternative hours agreement of the Executive Chair at 27.5 hours weekly, with increased to 30 hours a week during fall (the weeks of September 4, 2021 to September 18, 2021) and winter orientation weeks (the week of January 8, 2022).

-CARRIED (2020-12-13)

JENNA PEACE resumed the chair.

STATEMENTS OR QUESTIONS BY MEMBERS

Statements were made and questions were asked.

ADJOURNMENT

RESOLUTION 2020-12-14

Moved by: DIRECTOR KRISTEN MCKINNON

Seconded by: DIRECTOR CHRISTINE KOZMINSKI

That this meeting do now adjourn sine die.

-CARRIED (2020-12-14)

THE PROROGATION OF THE FOURTH BOARD OF DIRECTORS

The Secretary of the Board read the following proclamation.

DURHAM COLLEGE STUDENTS INCORPORATED

Proclamation Proroguing the Board of Directors

To our beloved and faithful members of the Board of Directors of Durham College Students Incorporated and all others whom these presents shall come:

greeting;

[Jenna Peace]

Jenna M. Peace

Executive Chair and Chief Elected Officer

WHEREAS We have thought fit to prorogue the present Board of Directors of Durham College Students Incorporated;

NOW know you that we proclaim Our will and pleasure that Our Bord of Directors stands prorogued upon the adjournment on the 29th day of April in the year two-thousand and twenty-one, and further all and singular the members of the Board of Directors are excused from their duty of attendance upon the prorogation of the Board of Directors.

IN THE TESTIMONY WHEREOF We caused this Our proclamation to be published and Our seal to be hereunto affixed.

WITNESS: Our trusty and well beloved Jenna M. Peace, Executive Chair and Chief Elected Officer of Durham College Students Incorporated.

GIVEN AT Our City of Oshawa, this 29th day of April in
The year two-thousand and twenty-one and of Our
Corporation the fifth.

[the seal of Durham College
Students Incorporated]

By Command

[Charles Wilson]

Charles Wilson
Secretary of the Board