

THE JOURNALS OF PROCEEDINGS
OF THE SECOND BOARD OF
DIRECTORS OF DURHAM COLLEGE
STUDENTS INCORPORATED

*FROM THE PERIOD OF TIME FROM MAY 1, 2018
TO APRIL 30, 2019.*

List of Officers

President	Jaylan Hayles May 1, 2019 – June 29, 2019 <i>Terminated by the Board of Directors</i>
	Vacant June 29, 2019 – February 28, 2019
	Position ceased February 28, 2019
Vice President External	Geoffrey Olara May 1, 2019 – June 29, 2019 <i>Terminated by the Board of Directors</i>
	Vacant June 29, 2019 – February 28, 2019
	Position ceased February 28, 2019
Vice President Internal	Toosa Bush May 1, 2019 – June 29, 2019 <i>Terminated by the Board of Directors</i>
	Vacant June 29, 2019 – February 28, 2019
	Position ceased February 28, 2019
General Manager	Jennifer McHugh May 1, 2018-June 15, 2018
Acting General Manager	Naqi Hayder June 15, 2018 – September 20, 2018
Administrator of the Officer of the General Manager	Charles Wilson September 20, 2018-May 1, 2019
Financial Controller	Josh Reece

List of Directors of the Corporation

Director Class A	Parastoo Sadeghein
Director Class B	Colleen Anderson May 1, 2018-January 30, 2019 Matthew Givans February 28, 2019-May 1, 2019
Director Class C	Kathryn Fraser
Director Class D	Vacant
Director Class E	Colleen Anderson
Director Class F	Andrew Nunez-Alvarez
Director Class G	Matthew Bryan
Director Class H	Ferwa Imam
External Director	Daniel Keating August 12, 2019 – May 1, 2019

List of Officers of the Board

Chairperson of the Corporation

Charles Wilson
May 1, 2018-February 28, 2019

Charles Wilson (On Leave)
February 28, 2019-May 1, 2019

Acting Chairperson of the Corporation

Andrew Nunez-Alvarez
February 28, 2019-May 1, 2019

Secretary of the Board

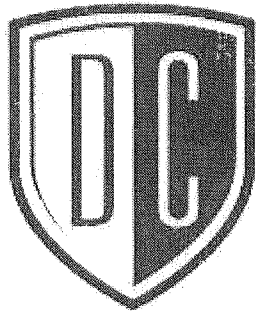
Charles Wilson

Deputy Chairperson

Andrew Nunez-Alvarez
September 20, 2019 – May 1, 2019

Managing Directors

Andrew Nunez-Alvarez
Corrina Collette
January 9, 2019-May 1, 2019



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

April 12, 2018

at the Board of Directors meeting held on:

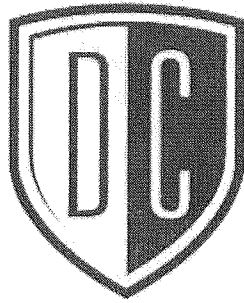
May 12, 2018

by resolution of the Board number:

2018-03-03

Date this 11th day of July, 2018.

Charles Wilson
Chairperson of the Corporation.



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
APRIL 12, 2018**

The First Meeting of the Second Board of Directors (designate) of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on April 12, 2018.

Present (Voting Members):

Director Colleen Anderson
Director Kathryn Fraser

(Non Voting Members):

President Jaylan Hayles
Vice President Toosha Bush
Vice President Geoffrey Olara
General Manager Jennifer McHugh
The Governance Consultant and Board Chair Charles Wilson

(Courtesies of the House):

Parastoo Sadeghein
Ferwa Imam
Rebecca Arron
Matthew Bryan
Steve Bond

Regrets:

Director Andrew Nunez-Alvarez
Director Corrina Collette

CALL TO ORDER

The President called the meeting to order at 2:17 p.m.

APPOINTMENT OF THE CHAIR

RESOLUTION 2018-01-01

Moved by: Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That Charles Wilson, Board, Governance, and Elections Consultant shall be the chair of this meeting.

-CARRIED 2018-01-01

Charles Wilson then took the chair.

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if any board member had a conflict of interest to declare. None were declared.

CHAIRS COMMENTS

The Chair welcomed everyone to the First Board Meeting of the Board Designate of DCSI. The Chair first acknowledged that the gathering was taking place on the traditional territory of the Mississaugas of the Scugog Island First Nations and reminded all present of our responsibility to move towards reconciliation with our first nations people. The Chair expressed the board's gratitude for the existing board members Naqi and Peter. The board then extended courtesies of the floor to the candidates. The board then asked the board members to introduce themselves.

A SPECIAL ORDER REGARDING THE PROCESS OF APPOINTMENTS AT THE MEETING OF THE BOARD

RESOLUTION 2018-01-02

Moved by: Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That notwithstanding the rules of order or usual practice:

(1) each candidate shall be given three minutes to speak to the board, and then the board shall be given the opportunity to ask questions of the director candidate.

(2) the chair shall recognize speakers in the following order (a) the President Designate for up to three questions; (b) the Vice Presidents designate for up to two questions; and (c) all other board members for up to two questions. The Chair shall allow each question to be followed by up to two supplemental questions.

(3) upon the close of the questions the chair shall proceed directly to a vote of the board membership by ballot.

(4) no member shall rise on a point of privilege or order or to make a motion while the votes are taking place.

(5) after each round of balloting the candidate or candidates with the lowest number of votes shall be removed from the ballot.

(6) when an election has occurred, the chair shall entertain a motion to appoint the member, the motion shall be decided without debate or amendment.

(7) The President shall not have a tie breaking vote during the appointment process.

(8) The Chair shall decide the order of elections and is empowered to declare recesses without motion of the board.

(9) The Motion shall be deemed to have force and effect at midnight on May 1, 2018 and shall be deemed to be passed by the board while in office duly constituted in accordance with the by-laws.

CARRIED (2018-01-02)

A RESOLUTION REGARDING THE ADDENDUM

RESOLUTION 2018-01-03

Moved by: Director Colleen Anderson

Seconded by: Director Kathryn Frazier

That the nominations for the position of Director Class D, School of Skilled Trades, Apprenticeship, and Renewable Energy be received and that the director be elected at this time.

CARRIED (2018-01-03)

THE RECEIPT OF NOMINATIONS

RESOLUTION 2018-01-04

Moved by: Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That the report of nominations as printed in the convening circular be approved and those who have submitted nominations papers shall be deemed to be duly nominated.

CARRIED (2018-01-04)

NOMINATIONS FOR CLASS A OF THE MEMBERSHIP

The Chair introduced the one candidate for the position of Director Class A of the Membership, Parastoo Sadeghein. The candidate spoke to up to 3 minutes. The Board asked the candidate questions. A ballot was taken, and the results were announced as yes to the candidate.

RESOLUTION 2018-01-05

Moved by: Director Colleen Anderson

Seconded by: Director Kathryn Fraser

That Parastoo Sadeghein be appointed director for Class A of the membership to a term commencing on May 1, 2018 and ending of April 30, 2019.

CARRIED (2018-01-05)

NOMINATIONS FOR CLASS H OF THE MEMBERSHIP

The Chair introduced the one candidate for the position of Director Class H of the Membership, Fewa Imam. The candidate spoke to up to 3 minutes. The Board asked the candidate questions. A ballot was taken, and the results were announced as yes to the candidate.

RESOLUTION 2018-01-06

Moved by: Director Colleen Anderson

Seconded by: Director Kathryn Fraser

That Ferwa Imam be appointed director for Class H of the membership to a term commencing on May 1, 2018 and ending of April 30, 2019.

CARRIED (2018-01-06)

NOMINATIONS FOR CLASS H OF THE MEMBERSHIP

The Chair introduced the two candidates for the position of Director Class H of the Membership, Rebecca Aaron and Matthew Bryan. The candidates spoke to up to 3 minutes. The Board asked the candidates questions.

The President took the Chair at 2:52 p.m.

The Governance and Board Consultant took the Chair at 2:55 p.m.

A ballot was taken, and the results were announced that Matthew Bryan. The Chair expressed the Boards thanks for Rebecca Aaron for standing in the election

RESOLUTION 2018-01-07

Moved by: Director Colleen Anderson

Seconded by: Director Kathryn Fraser

That Matthew Bryan be appointed director for Class G of the membership to a term commencing on May 1, 2018 and ending of April 30, 2019.

CARRIED (2018-01-07)

NOMINATIONS FOR CLASS D OF THE MEMBERSHIP

The Chair introduced the one candidate who was present for Director of Class D of the Membership. The Chair explained that the other director could not make it due to class, and allowed the members some time to review the submission of the candidate. The present candidate spoke to up to 3 minutes. The Board asked the candidate questions.

A ballot was taken, and the results were announced that Israel Ogbogu. The Chair expressed the Boards thanks for Steve Bond for standing in the election

RESOLUTION 2018-01-08

Moved by: Director Colleen Anderson

Seconded by: Director Kathryn Fraser

That Israel Ogbogu be appointed director for Class G of the membership to a term commencing on May 1, 2018 and ending of April 30, 2019.

CARRIED (2018-01-08)

STATEMENT BY MEMBERS

A number of members made statements.

ADJOURNMENT

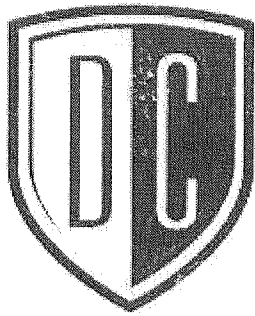
RESOLUTION 2018-01-09

Moved by: Director Colleen Anderson

Seconded by: Director Kathryn Fraser

That the board do now adjourn.

CARRIED (2018-01-09)



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

April 28, 2018

at the Board of Directors meeting held on:

May 12, 2018

by resolution of the Board number:

2018-03-04

Date this 11th day of July, 2018.

Charles Wilson
Chairperson of the Corporation.



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
APRIL 28, 2018**

The Second Meeting of the Second Board of Directors (designate) of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on April 28, 2018.

Present: (Current Voting Member): Director Naqi Hyder

(Voting Members-designate): Director Parastoo Sadeghein
Director Colleen Anderson
Director Kathryn Fraser
Director Corrina Collette
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Ferwa Imam

(Non Voting Members): President Jaylan Hayles
Vice President Toosha Bush
Vice President Geoffrey Olara
General Manager Jennifer McHugh
Financial Controller Josh Reece, CPA
The Governance Consultant and Board Chair Charles Wilson

(Courtesies of the House): Theresa Kane, the Accountability Group

Regrets (current Voting Members): Director Peter Garrett
Director Matthew Joseph

CALL TO ORDER

The Board Chair called the meeting to order at 9:17 a.m.

INTRODUCTORY REMARKS

The General Manager welcomed everyone to the transitional meeting. The General Manager informed the board that a resignation of Israel Ogbogu. The General Manager introduced the Board Chair and Theresa Kane from the Accountability Group who will be guiding the Board through the session today.

The Chair asked the board to observe a moment silence for both the National Day of Mourning for workers killed on the jobsite and the tragic events in Toronto that week. The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the board of our need to continue the stewardship of this land and reconciliation with the First Peoples. The Chair thanked everyone for attending and looks forward to working with Board during this term.

PRESENTATIONS

Theresa Kane of the Accountability Group provided an introductive electronic presentation outlining the duties of the Board, and how members of the board should interact with each other. A lunch break was held and the presentation continued.

THE RESIGNATION OF DIRECTOR, CLASS D

RESOLUTION 2018-2-1

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That the Board receives the resignation if Israel Ogbogu as Director, Class D.

-Carried (2018-2-1)

NOMINATIONS COMMITTEE FOR THE APPOINTMENT OF THE EXTERNAL DIRECTOR

A ballot was taken over lunch to decide who the appoint for the Nominations Committee of the External Director. The results were announced.

RESOLUTION 2018-2-2

Moved by: Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That the Nominations Committee for the Appointment of the External Director be composed of Jaylan Hayles, Colleen Anderson, Parasto Sadeghein, and Charles Wilson as Chair.

-Carried (2018-2-2)

ACADEMIC COUNCIL

A ballot was taken over lunch to decide who the Board should nominate to the Academic Council. The results were announced.

RESOLUTION 2018-2-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the Board of Durham College Students Incorporated nominate Kathryn Fraser and Geoffrey Olara to the Academic Council of Durham College of Applied Arts and Technology.

-Carried (2018-2-3)

ADJOURNMENT

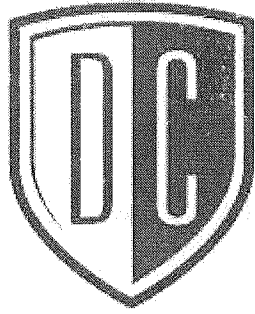
RESOLUTION 2018-2-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That this meeting do now adjourn to May 12, 2018 or at the call of the Chair.

-Carried (2018-2-4)



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

May 12, 2018

at the Board of Directors meeting held on:

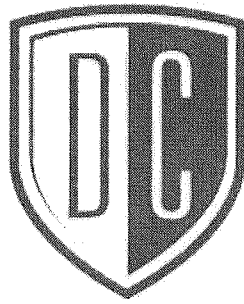
May 30, 2018

by resolution of the Board number:

2018-04-02

Date this 11th day of July, 2018.

Charles Wilson
Chairperson of the Corporation.



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
May 12, 2018**

The Third Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on May 12, 2018.

Present: Director Parastoo Sadeghein
Director Colleen Anderson
Director Kathryn Fraser
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Ferwa Imam (left at 4:02 p.m.)

(Non Voting Members): President Jaylan Hayles
Vice President Toosha Bush
Vice President Geoffrey Olara
General Manager Jennifer McHugh (left at 3:18 p.m.)
Financial Controller Josh Reece, CPA (arrived at 11:00 a.m., left at 3:18 p.m.)
The Board Chair Charles Wilson

(Courtesies of the House): Theresa Kane, the Accountability Group

(Courtesies of the Floor): Assistant General Manager Naqi Hyder
The Corporation's Solicitor Matthew Joseph

Absent: Director Corrina Collette

CALL TO ORDER

The Board Chair called the meeting to order at 9:07 a.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the board of our need to continue the stewardship of this land and reconciliation with the First Peoples. The Chair extended Courtesies of the House and Floor.

PRESENTATIONS

Theresa Kane of the Accountability Group led the group in a strategic planning exercise. The report from the exercise will be presented at the next Board meeting. The Chair thanked Ms. Kane leading the board in this exercise.

ADOPTION OF THE AGENDA

RESOLUTION 2018-3-1

Moved by: Director Kathryn Fraser

Seconded by: Director Parastoo Sadeghein

That the agenda for the third meeting of the of the Board held on May 12, 2018 be adopted.

-CARRIED 2018-3-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

APPOINTMENT OF THE CHAIR (REPORT R2018-1)

Report R2018-1 was presented.

RESOLUTION 2018-3-2

Moved by: Director Kathryn Fraser

Seconded by: Director Parastoo Sadeghein

That Charles Wilson be appointed as Chairperson in accordance with section 8.1 of the by-laws of Durham College Students Incorporated.

-CARRIED 2018-3-2

MINUTES FORM PREVIOUS MEETINGS

RESOLUTION 2018-3-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the minutes of the meeting of the Board Designate held on April 12, 2018 be adopted.

-CARRIED 2018-3-3

RESOLUTION 2018-3-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the minutes of the meeting of the Board Designate held on April 28, 2018 be adopted.

-CARRIED 2018-3-4

BOARD PROCEDURAL POLICY (Report R2018-2)

The Chair presented R2018-2 regarding the Board Procedural Policy.

RESOLUTION 2018-3-5

Moved by: Director Kathryn Fraser

Seconded by: Director Parastoo Sadeghein

That the Board of Directors of Durham College Students Incorporated adopts the Board Procedural Policy as attached to the schedule of this resolution.

-CARRIED 2018-3-5

The schedule is attached as appendix I.

SUSPENSION OF THE RULES OF ORDER AND PROCEDURE

RESOLUTION 2018-3-6

Moved by: Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That the rule of order and procedure as contained in section 6.16 of the Board Procedure Policy be suspended to the remainder of the meeting.

-CARRIED 2018-3-6

SUPPLEMENTAL AGENDA

RESOLUTION 2018-3-51

Moved by: Director Fewra Iman

Seconded by: Director Parastoo Sadeghein

That the supplemental agenda be dealt with at this time.

-CARRIED 2018-3-51

JUNE BOARD MEETING

The Chair informed the Board that he will likely call a June Board Meeting which will review services policy and include some type of training in communications and stakeholder engagement.

PARTNERSHIPS

It was agreed that partnerships will be reviewed during a meeting of the Committee of the Whole later this meeting.

CLOSED SESSION

RESOLUTION 2018-3-S2

Moved by: Director Colleen Anderson

Seconded by: Director Andrew Nunez-Alvarez

That the Board proceeds into a Closed Session in accordance with section 4.2(f) of the Board Procedural Policy to receive advice which is subject to the Solicitor-Client Privilege and section 4.3 (a) of the Board Procedural Policy for training which is subject to the Solicitor-Client Privilege.

-CARRIED 2018-3-S1

The Board met in closed session at 1:36 p.m..

RESOLUTION 2018-3-S3

Moved by: Director Colleen Anderson

Seconded by: Director Andrew Nunez-Alvarez

That the Board rises from Closed Session.

-CARRIED 2018-3-S3

The Board ended the Closed Session at 2:25 p.m. There were no resolutions to consider from the Closed Session.

The Chair called a recess from 2:25 p.m. 3:18 p.m.

COMMITTEE OF THE WHOLE

RESOLUTION 2018-3-S4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the Board proceeds to a Committee of the Whole.

-CARRIED 2018-3-S4

The Committee met with Member Charles Wilson in the Committee Chair.

RECOMMENDATION CW-2018-1-1

Moved by: Member Parastoo Sadeghein

That this Committee take note of the Partnerships, Programs, and Services of the Durham College Students Incorporated.

The Committee took note of Partnerships, Programs, and Services of the Durham College Students Incorporated. At the end of all speakers, the Committee Chair deemed the motion **REPORTED CW-2018-1-1**.

RECOMMENDATION CW-2018-1-2

Moved by: Member Parastoo Sadeghein

That this Committee Rises and Report and the Report be referred to the Executive Committee to Study and report upon.

-REPORTED CW-2018-1-2

The Committee Chair declared the Committee adjourned.

The Board resumed the session at 5:06 p.m. with the Chair presiding.

ADJOURNMENT

RESOLUTION 2018-3-7

Moved by Director Kathryn Fraser

Seconded by: Director Colleen Anderson

That the Board do now adjourn to the call of the Chair.

-CARRIED 2018-3-7

The meeting adjourned at 5:07 p.m.



**Durham College Students Inc.
 (hereinafter the “Corporation”)
 BOARD PROCEDURES POLICY
 (hereinafter the “Policy”)**

Effective Date: May 1, 2018	Last Review Date: May 1, 2018
Approved by: Board of Directors	Authority Responsible: Board of Directors

ARTICLE I: POLICY STATEMENT

1.1 The Board establishes this Policy to govern the procedures of meetings of the Board, the Executive Committee, and the Membership and the committees thereof.

ARTICLE II: DEFINITIONS

2.1 Any capitalized terms that are not defined herein shall have the same meaning as those defined in the By-Laws.

2.2 The following definitions shall apply to the Policy:

“Motion” shall have the same meaning as Ordinary Resolution, as defined in the By-laws.

“Rule of Order and Procedure” shall mean the *Robert’s Rules of Order Newly Revised: In Brief*.

ARTICLE III: GENERAL

3.1 The procedure for meetings as contained in this Policy shall be maintained throughout all meetings of the Board, the Executive Committee and the Member and all meetings thereof.

3.2 In all cases not provided for hereinafter, or by resolution of the Executive Committee, the Board, or the Member, procedure questions shall be decided by the Chairperson, whose decision shall be based on the usages, forms, customs and precedents of the parliamentary traditions set forth in most recent edition of the Rules of Order and Procedure.

- 3.3 The Chairperson may alter the application of any practice in order to permit the full participation in the proceedings of any Executive Officer, Director or Member with a disability.
- 3.4 These procedures are not in effect until May 1, 2018.
- 3.5 Only the Board has the authority to amend, repeal, or replace this Policy.

ARTICLE IV: OPEN MEETING

- 4.1 Except as provided in this section, all Meetings shall be open to the public.
- 4.2 A Meeting or part of a Meeting may be closed to the public if the subject matter being considered is,
 - a) the security of the property of the DCSI;
 - b) personal matters about an identifiable individual;
 - c) a proposed or pending acquisition or disposition of property;
 - d) labour relations or employee negotiations;
 - e) litigation or potential litigation;
 - f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose, or on the recommendation of the corporation's solicitor;
 - g) a position, plan, procedure, criteria, or instruction to be applied to any negotiation carried on or to be carried on by or on behalf of the DCSI.
- 4.3 A Meeting may be closed to the public if the following conditions are both satisfied,
 - a) The Meeting is held for the purpose of educating or training the Executive Officers Directors; and
 - b) at the Meeting, no Executive Officer or Director discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Executive Committee, or the Board.
- 4.4 Before holding a Meeting or part of a Meeting that is to be closed to the public, the Board

shall state by resolution,

- a) the fact of the holding of the closed Meeting and the general nature of the matter to be considered at the closed Meeting; or
 - b) in the case of a meeting under subsection 4.3, the fact of the holding of the closed Meeting, the general nature of its subject-matter and that it is to be closed under that subsection.
- 4.5 Subject to subsection 4.6, a Meeting shall not be closed to the public during the taking of a vote.
- 4.6 Despite section 4.5, a Meeting may be closed to the public during a vote if,
- a) section 4.2 permits or requires the Meeting to be closed to the public; and
 - b) the vote is for a procedural matter or for giving directions or instructions to officers, employees, legal counsel, any deemed agents of the DCSI, or persons retained by or under a contract with the DCSI.
- 4.7 A Meeting shall be closed to the public if the subject matter is regarding discipline of Directors, Executive Officers, or employees of the Corporation.
- 4.8 The Executive Committee may hold Meetings closed to the public if the subject matter is:
- (a) advice to the Board, or Officers of the Corporation;
 - (b) the Meeting is ad hoc in nature; or
 - (c) the Meeting is held in such a way or such a way that makes it impractical to hold the Meeting open to the public.
- 4.9 When a Meeting is held in accordance with section 4.8, there shall be a record of the Meeting made public.
- 4.10 Should any Director or Member have reasonable grounds to believe that a provision of this Article IV has been violated, then that Director or Member shall notify the Chairperson who shall forward the complaint to the Corporation's legal counsel so they may review the subject matter of the closed session. If the subject matter of the closed

session is not in accordance with part IV the Corporation's legal counsel shall advise the Board regarding the closed session and give such recommendations as they deem fit.

ARTICLE V: NOTICE

- 5.1 Before the Board does any of the following, the Board shall place notice in accordance with this Policy:
- (a) passes or amends the budget;
 - (b) enact, alter, amend, repeal, or replace the Elections and Referendum Policy, the Board Procedural Policy, the Senior Manager Policy, Financial Administration Policy, the Sponsorship and Donations Policy, the Privacy Policy, or the By-Laws of the corporation;
 - (c) propose the joining of an External Student Organization; or
 - (d) anything else required by the Act, the By-Laws or the Corporation's Policies for notice to be given.
- 5.2 The Chairperson of the Board shall give the notice when directed by the Board to so by placing the notice at a place near the office of the Corporation and on the website of the Corporation.
- 5.3 Notice shall normally be given fourteen days (14) in advance of the Meeting at which the item is being considered.
- 5.4 The Chairperson shall give notice of all Meetings of the Members or, the Board by placing the notice at a place near the office of the Corporation, on the website of the Corporation, and by e-mail to all Members of the body which is meeting and the staff of the Corporation. This would normally be done seven days (7) before the meeting of the body which shall meet, however in cases of a Special Meeting this shall be done when the consent to the holding of the Meeting with less than seven days notice.
- 5.5 No Motion to amend the By-Laws can be considered at a membership meeting without fourteen (14) days notice.

ARTICLE VI: PROCEDURES TO BE MAINTAINED AT THE BOARD

- 6.1 Upon the date and hour specified in the calling of the Meeting, the order of business for the Meeting shall be:
- (a) Call to Order and Roll Call
 - (b) Adoption of the Agenda
 - (c) Declaration of Conflict of Interest
 - (d) Adoption of the Minutes of the previous meeting
 - (e) Delegations/presentations
 - (f) Motions
 - (g) Reports of Committee
 - (h) Financial Reports
 - (i) Other Reports
 - (j) Statements or Questions by Members
 - (k) Supplemental agenda
 - (l) Closed Session
 - (i) Adjournment
- 6.2 If at the date and hour specified in the calling of the Meeting, there is not quorum present, the Board shall adjourn for a quarter hour, and if quorum is not present upon the quarter hour after the date and hour specified, the Meeting shall be adjourned and further notice shall be given for another time and date for the Meeting of the board.
- 6.3 If at any point during the Meeting there is not a quorum present, the Board shall adjourn for a quarter hour, if quorum is not present upon the at the end of the quarter hour, the meeting shall be adjourned and further notice shall be given for another time and date for the meeting of the board.
- 6.4 If at the date and hour specified in the calling of the Meeting, the Chairperson is not present, the Board shall elect another person to chair the Meeting in accordance with the By-laws.

- 6.5 The Chairperson shall ensure that decorum, proper conduct and ensure the Rules of Order and Procedure are observed, and is authorized to rule on all points of order, questions of privilege, points of information and other matters relating to this Policy.
- 6.6 If a Director arrives at a Meeting after the roll has been called or leaves before the Meeting has been adjourned, the Secretary of the Board shall note the time of the Member's arrival or departure in the minutes. When a Member arrives early or late and has a conflict of interest they shall declare the interest before the matter is considered.
- 6.7 It is the responsibility of the Chairperson to prepare the agenda for the meeting. The Chairperson shall accept items for the agenda from any Director. The Chairperson shall accept any item on the agenda from staff only if that item has the approval of the General Manager.
- 6.8 Once the agenda has been sent to all Directors, it may only be amended by Ordinary Resolution of the Board.
- 6.9 In order to have a delegation or presentation to the Board, the presentation must be relevant to the role of the Board, and approved by the Board or the Executive Committee with the approval of the Chairperson.
- 6.10 There shall be no more than three presentations during the course of a Meeting. The presentations shall be limited to ten minutes with a ten minute question and comment period.
- 6.11 Reports of Committee shall be address in the following manner:
- (a) Report of the Executive Committee, and the Members thereof;
 - (b) Reports of the Standing Committees in order which their terms of reference appear in the By-Laws; and
 - (c) report of other Committees.

- 6.12 Reports from Committees do not need to be voted on unless that report includes a Motion. When a Motion is included the Motion shall be addressed with after the report has been considered.
- 6.13 Each Director is entitled to make a statement, an announcement, or ask a question of the Executive Officers at the point in the agenda specified in 6.1(j) for a period of up to one minute. If a question is asked, another minute shall be given for a response.
- 6.14 A Motion to adjourn requires a seconder and may be made at any time during a Meeting except:
- (a) when another Director has the floor;
 - (b) when a vote has been called; or
 - (c) during the taking of a vote.
- 6.15 If a Motion to adjourn is defeated, another Motion to adjourn shall not be made until after an intermediate proceeding has been completed.
- 6.16 Meetings shall automatically adjourn three hours after commencement if still in session, unless otherwise decided by a Special Resolution of the Directors present. Where a Meeting is authorized to continue past three hours, the Meeting shall be automatically adjourned one hour later, unless the Meeting is authorized to continue for further one-hour periods, with each period requiring the unanimous consent of all Directors present.

ARTICLE VII – MOTIONS

- 7.1 No Motion or amendment shall be considered unless seconded and reduced to writing.
- 7.2 No original Motion, except procedural Motions, shall be received without notice, except by permission of the Board.
- 7.3 When a Motion has been read by the Chairperson of the Board it cannot be withdrawn without the consent of the Board.

- 7.4 A member who moves a Motion is entitled to four minutes to speak, all other speakers are entitled to three minutes to speak. The mover of the Motion may have the opportunity to close debate, thereafter the chair shall immediately close debate dispose of the question.
- 7.4 A Director who intends to propose an amendment to a Motion that is being debated may give the Chairperson written notice of such intention with the text of the intended amendment.
- 7.5 When a Motion or an amending Motion has been made and seconded any Director may move that the debate be closed and a vote taken on the Motion or the amendment.
- 7.6 The Chairperson shall not accept a Motion that the debate be closed:
- i) if any Director or Member who has given the Chairperson written notice of intention to propose an amendment has not had an opportunity to do so, or
 - ii) if in the opinion of the Chairperson the Motion that the debate be closed is an abuse of the rules or would deny Directors or Members an adequate opportunity for discussion.
- 7.7 When the Chairperson accepts a Motion that the debate be closed, that Motion, when seconded, shall be decided without debate. When a Motion that the debate be closed is carried, the Chairperson shall immediately call the question on the Motion or amendment before the board. When a Motion that the debate be closed is lost, discussion shall continue on the Motion or amendment before the board.
- 7.8 When a Motion is under consideration, no other Motion shall be received except:
- i) to adjourn;
 - ii) to lay it on the table;
 - iii) to consider it clause by clause;
 - iv) to postpone it until a certain time;
 - v) to postpone it indefinitely;

- vi) to refer it;
- vii) to amend it; or
- viii) to divide upon it;

and Motions for any of these purposes shall have precedence in the order named, following a Motion to put the question.

- 7.9 Motions to adjourn or to lay on the table or to put the question shall be decided without debate.
- 7.10 Debate on a Motion to refer shall be restricted to the questions whether to refer and to whom.
- 7.11 No more than one amendment to a proposed amendment of a Motion shall be in order at one time.
- 7.12 When the amendments are proposed to any Motion, the amendments and the original Motion shall be put in the reverse order to that in which they were brought forward.
- 7.13 When a question is finally put by the Chairperson, either as an original Motion, as an amendment, or as an amended Motion, no further debate shall be allowed, the Chairperson first declaring that the question is finally put.
- 7.14 When the Chairperson is putting a question, no Director shall rise.

ARTICLE VIII – MOTIONS REGARDING EXPENDITURES

- 8.1 No Motion shall be received regarding the expenditures of funds by the Corporation, unless:
 - i) notice has been given to the Chairperson at least seven (7) days in advance of the Meeting; and
 - ii) it is reviewed by the Financial Controller as to whether the expense exists within

the current budget and if the expenditure is reasonable given all the circumstances of the budget.

- 8.2 Should a matter be placed on the agenda regarding the expenditure of funds, and the Financial Controller and General Manager believes such expenditure of funds is not in the best interest of the Corporation, the resolution may only be adopted by a two-thirds majority of the Members of the Board.
- 8.3 This section may only be suspended by unanimous consent of the Board and the concurrence of the Executive Committee.

ARTICLE IX VOTING

- 9.1 When the question is put, every Director present, except the Chairperson, shall be required to vote on the same.
- 9.2 In voting, those who vote in the affirmative shall so signify first, and then those who vote in the negative.
- 9.3 Any Director present at a Board Meeting may require a recorded vote. When a recorded vote is requested the Chairperson shall call the roll. Each Member who is not disqualified for voting by way of conflict of interest shall announce his or her vote openly. The Chairperson shall announce and record the result of the vote, and the Secretary of the Board shall record in the Minutes of the meeting how each Director have voted.
- 9.4 When a secret ballot is allowed for in the By-Laws, any Director present may request that a secret ballot be taken. When a secret ballot is taken each Director shall mark on a sheet of paper if they are in favour or against the question or the name of the candidate. The Chairperson shall collect the sheets of paper and announce the results.

ARTICLE X – THE EXECUTIVE COMMITTEE

10.1 The Executive Committee shall frame its own procedures, having regard to parts VI, VII, VIII and IX of this policy.

10.2 The agenda for Meetings of the Executive Committee may be as follows:

- (a) Call to order
- (b) Adoption of the Agenda
- (c) Declaration of Conflict of Interest
- (d) Adoption of the Minutes of the previous meeting
- (e) Informal consideration of matters
- (f) Motions
- (g) Financial Reports
- (j) Supplemental agenda
- (j) Closed Session
- (k) Adjournment

However, the precise agenda will be set by the General Manager after consultation with the Executive Committee.

10.3 During informal consideration of matters, each Member shall discuss issues and items of importance to their role and any matters placed on the agenda by the General Manager.

10.4 Motions do not have to be seconded in the Executive Committee.

10.5 There is no requirement for notice to the Executive Committee.

ARTICLE XI - COMMITTEES

11.1 Committees shall operate in accordance Parts VI, VII, VIII, and IX *mutatis mutandis*.

11.2 The agenda for Meetings of the Committees shall be as follows:

- (a) Call to order
- (b) Adoption of the Agenda
- (c) Declaration of Conflict of Interest

- (d) Adoption of the Minutes of the previous meeting
- (e) Informal consideration of matters
- (f) Motions
- (g) Supplemental agenda
- (h) Closed Session
- (i) Adjournment

11.3 During informal consideration of matters each Member shall discuss issues and items of importance to their role and any matters placed on the agenda by the General Manager.

11.4 Motions do not have to be seconded in the Committee.

11.5 There is no requirement for notice in the Committee.

ARTICLE XII – MEMBERSHIP MEETINGS

12.1 The Member Meetings shall operate in accordance with Parts VI, VII, VIII, and IX *mutatis mutandis*. However the following sections shall read as follows:

- (a) sections 6.6, 6.7, 6.9, 6.10, 6.11 and 9.1 shall have no application;
- (b) section 9.2 shall require three members to require a recorded vote;
- (c) Any Member moving a Motion may speak for up to three minutes, all other Member's speaking may speak up to two minutes.

12.2 The agenda for meetings of the Membership Meeting shall be as follows:

- (a) Call to order
- (b) Adoption of the Agenda
- (c) Declaration of Conflict of Interest
- (d) Adoption of the Minutes of the previous meeting
- (e) Report of the Board and Executive Committee
- (f) Financial Reports
- (g) Appointment of auditors
- (h) Amendments to the by-laws and other governing document

- (i) Reading into the record election results
 - (j) Special business
 - (k) Supplemental agenda
 - (l) Adjournment
- 12.3 At any such Meeting where a Member claims the right to vote, the Member shall sign the book which shall be kept by the Secretary of the Board stating that they qualify at that Meeting and agreeing to keep any matter, in closed sessions, confidential.
- 12.4 When the Members is considering removing a Director or Executive Officer at a Meeting the Meeting shall be closed to the public, unless otherwise decided by resolution of the Meeting.
- 12.5 The following persons shall be allowed to be present at a Member Meeting when that Meeting is in closed session:
- (a) the General Manager;
 - (b) the Secretary of the Board;
 - (c) the Corporations Legal counsel, and the legal counsel for any Director or Executive Officer;
 - (d) any other person as allowed by the Chairperson.
- 12.6 Motions that are proposed at a Member's Meeting shall be ranked by priority in the following order:
- (a) From the Board;
 - (b) From the Executive Committee;
 - (c) From individual members of the Board or Executive Committee; and
 - (d) From Members of the Corporation.
- 12.7 The Board shall appoint the following Sessional Committees ahead of the Member's Meeting:
- (a) Resolutions Committee, who shall review all resolutions coming before the



Member's Meeting to ensure that the resolution is of correct form and clear.

(b) Credentials Committee, who shall review any disputes over the credential of Members, Directors or Executive Officers and resolve the dispute.

(c) Agenda Committee, who shall review the agenda of the meeting and recommend the order in which business shall be dispatched.

12.8 The Board shall issue a circular stating the time and place of the holding of the Member's Meeting, and the business to be done. The business mentioned in the circular shall have precedence over all other business. The circular shall be available at least fourteen days (14) before such meeting.

12.9 Such meeting shall be held in Oshawa or Whitby, or at the discretion of the Board to determine such other place as is necessary.

ARTICLE XIII – SUSPENSION OF THE RULES OF ORDER

13.1 A Motion to suspend a Rule of Order and Procedure or a section of this Policy relating to procedures shall take precedence over all other Motions and shall be decided without debate. No Rule of Order and Procedure or section of this Policy relating to procedures shall be suspended except upon the vote of two-thirds of the Members present and voting.

13.2 The close meeting provisions of this Policy cannot be suspended.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

May 30, 2018

at the Board of Directors meeting held on:

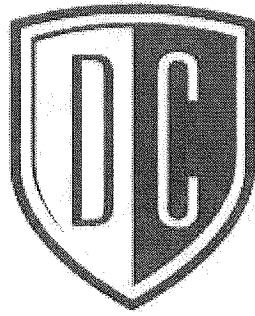
June 19, 2018

by resolution of the Board number:

2018-05-02

Date this 11th day of July, 2018.

Charles Wilson
Chairperson of the Corporation.



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
May 30, 2018**

The Fourth Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on May 30, 2018.

Present: Director Parastoo Sadeghein
Director Colleen Anderson (left at 7:02 p.m.)
Director Kathryn Fraser
Director Andrew Nunez-Alvarez
Director Matthew Bryan (left at 7:54 p.m.)
Director Corrina Collette

(Non Voting Members): The Board Chair Charles Wilson
President Jaylan Hayles
Vice President Toosha Bush
Vice President Geoffrey Olara
General Manager Jennifer McHugh
Financial Controller Josh Reece, CPA

(Board Observers) Randy Uyenaka (left at 7:35)

(Courtesies of the Floor): Assistant General Manager Naqi Hyder
The Corporation's Solicitor Matthew Joseph

Regrets: Director Ferwa Imam
Mandy Hadenko-Hodgkinson, Board Observer

CALL TO ORDER

The Board Chair called the meeting to order at 4:32 p.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the Board of our need to continue the stewardship of this land and reconciliation with the First Peoples. The Chair extended Courtesies of the House and Floor. As this was the first full meeting of the Board, the Chair informed the Board that he will be sending greetings to the College and Civic Authorities on the Board's behalf. Finally, the Chair encouraged participation in the upcoming provincial election.

ADOPTION OF THE AGENDA

RESOLUTION 2018-4-1

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the agenda for the fourth meeting of the of the Board held on May 30, 2018 be adopted.

-CARRIED 2018-4-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

MINUTES FORM PREVIOUS MEETINGS

RESOLUTION 2018-4-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the minutes of the meeting of the Third Meeting of the Board held on May 12, 2018 be adopted.

-CARRIED 2018-4-2

INSTRUCTIONS FROM LEGAL COUNSEL

Matthew Joseph, the Corporation's legal counsel gave the board instructions regarding their statutory duties under the By-Laws and the Not for Profit Corporations Act. A summary of these remarks is attached as appendix A.

DELEGATIONS

Update on the Financial status of the Corporation, in anticipation of the 2017-2018 Financial Audit

RESOLUTION 2018-4-4.1

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the Board proceeds to a closed session to receive the report on the financial status the Corporation in anticipation of the 2017-2018 Financial Audit in accordance with section 4.2 (f) of the Board Procedural Policy on the recommendation of the Corporation's Solicitor, with all non-voting members in accordance with section 6.5 (b) of the by-laws, and all board observers in accordance with section 6.7 of the by-laws invited to be present during the closed session.

-CARRIED 2018-4-4.1

RESOLUTION 2018-4-4.2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Colleen Anderson

That the Board resumes an open session in accordance with section 4.1 of the Board Procedural Policy.

-CARRIED 2018-4-4.2

REPORTS OF SELECTED SENIOR MANAGERS AND EXECUTIVE COMMITTEE

Orientation Week

Report R2018-3 was presented by the President.

RESOLUTION 2018-4-5

Moved by: Director Parastoo Sadeghein

Seconded by: Director Katheryn Fraser

That the Board approves in principle the framework for Orientation Week, attached as in Board Report R2018-3, subject to final approval of the Board, upon final estimates, contracts, and insurance and general liability review by the Corporation's solicitor, Insurance Agent of Record, Financial Controller and General Manager.

-CARRIED 2018-4-5

Clubs and Societies

Report R2018-4 was presented by the Chairperson of the Corporation.

RESOLUTION 2018-4-6

Moved by: Director Parastoo Sadeghein

Seconded by: Director Katheryn Fraser

That the Board directs the Chairperson to conduct an independent review of the clubs and societies program having regards to the following matters:

- (a) a review of the current Clubs and Societies shared agreement, including usage data, complaints, and the joint operations of clubs and societies;*
- (b) a review of other campuses in similar situations as the Durham College-UOIT, including campuses with federated colleges, institutions with multiple locations, and joint campuses and other best practices in the clubs and societies programs;*
- (c) a review of the legal liabilities regarding clubs and societies in consultation with the Corporation's Solicitor and Insurance Agent of Record;*
- (d) make recommendations regarding how the clubs and societies program at Durham College and University of Ontario Institute of Technology should operate, and this report should be forwarded to the Board and Executive Committee no later than June 20, 2018.*

-CARRIED 2018-4-6

Strategic Plan follow up

Report R2018-5 was presented by the General Manager.

RESOLUTION 2018-4-7

Moved by: Director Parastoo Sadeghein

Seconded by: Director Katheryn Fraser

That the Board approves the Strategic Plan as attached as an appendix to this resolution for the 2018-2019 academic year.

-CARRIED 2018-4-7

Yellow Bench for Mental Health

Report R2018-6 was presented by the General Manager. By unanimous consent, it was agreed to allow the motion to be changed to the following resolution, this was done before the chair read the question.

RESOLUTION 2018-4-8

Moved by: Director Parastoo Sadeghein

Seconded by: Director Katheryn Fraser

The Board approves in principle the implementation of the Yellow is for Hello Initiative subject of a summary of the final costs of the project being submitted to the Board.

-CARRIED 2018-4-8

Budget Changes

SPECIAL RESOLUTION 2018-4-9

Moved by: Director Parastoo Sadeghein

Seconded by: Director Katheryn Fraser

That the Rule of Order and Procedure as contained in section 5.1(a) and 5.3 of the Board Procedural Policy regarding notice required to consider a motion to the amending of the budget be suspended to consider resolution 2018-4-10.

-CARRIED 2018-4-9 (with 2/3rds majority)

Report R2018-7 was presented by the President.

RESOLUTION 2018-4-10

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board approves the changes to the budget as follows:

(a) the Executive Initiatives budget line be changed from \$5,000 to \$12,000; and

(b) the Event Programming budget line be changed from \$145,000 to \$175,000.

RESOLUTION 2018-4-10-SEC1

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Corrina Collette

That resolution 2018-4-10 be laid on the table.

-CARRIED 2018-4-10-SEC1

as a result RESOLUTION 2018-4-10 was

-TABLED 2018-4-10

PROCEED PAST THREE HOURS

SPECIAL RESOLUTION 2018-4-11

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That the Board proceed past the third hour of the meeting.

-CARRIED 2018-4-11

OTHER REPORTS

DC Connect

Director Parastoo Sadeghein asked if it was possible to be added as a tab on DC Connect. The Assistant General Manager said that it was not currently part of the Joint Operations Agreement.

External Director Appointment

The Chairperson received no application and will repost the ad.

STATEMENT OR QUESTIONS BY MEMBERS

Members made statements and asked questions.

CLOSED SESSION

RESOLUTION 2018-4-11.1

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board proceeds to a closed session in accordance with section 4.2 (c), and 4.2 (f) of the Board Procedural Policy to receive a report from the President dated May 24, 2018 regarding acquisition of further space in the Student Centre from Durham College of Applied Arts and Technology, with the non voting members of the Board in accordance with section 6.5(b) of the by-laws present.

-CARRIED 2018-4-11.1

RESOLUTION 2018-4-11.2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board resumes an open session in accordance with section 4.1 of the Board Procedural Policy.

-CARRIED 2018-4-11.2

RESOLUTION 2018-4-12

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board consents to the expenditure of funds as contained in the confidential report from the President dated May 24, 2018 regarding acquisition of further space in the Student Centre from Durham College of Applied Arts and Technology.

-CARRIED 2018-4-12

ADJOURNMENT

RESOLUTION 2018-4-13

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board do now adjourn to June 27, 2018 or to the call of the chair.

-CARRIED 2018-4-13

The Meeting adjourned at 8:12 p.m.

APPENDIX A -HIGHLIGHTS OF LEGAL COUNSEL'S INSTRUCTION

Considerations for Executive Reports to the Board:

- Reports should reflect how the Executive Committee in question has performed and accomplished their portfolio.
- The Portfolio, duties and Responsibilities of the Executive Committee members are set out at 10.3. Therefore, the Executives should only be reporting on items related to their specific area.

Considerations for Budget Alternations:

- Directors should avoid accepting budget changes without materials that justify an alteration to the budget.
- Please see subsection 6.2 and Article 8 of the Financial Administration Policy for the powers and the procedures of the Executive Committee for Budget expenditures beyond the approved budget.

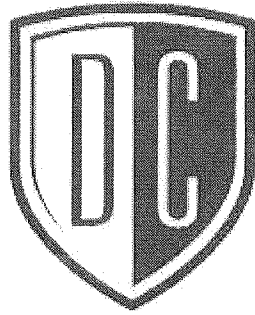
Expenditures:

- Expenditures over \$10,000 not foreseen in the budget must be approved by the Board. (See Article 6.2 of the Financial Administration Policy).
- Subsection 8.6 of the Financial Administration Policy states that Non- budgeted expenditures that exceed \$10,000 may be recommended by the General Manager and Financial Controller to the Board for approval and to consider a formal revision of the approved annual budget.
- There are also obligations to fulfill for expenditures over certain amounts of money:
 - For expenditures over \$5,000, there must be 3 quotes. (See Chart at 6.5 of the Financial Administration Policy).
 - Over \$100,000 there must be an RFP. (See Chart at 6.5 of the Financial Administration Policy).
 - Also, these obligations can be found at section 3.06 of the Operational Agreement.

- Directors should be diligent in observing whether these provisions are respected by staff and the Executive Committee.

Contracts:

- Subsection 10.2 (a) (ii) of the By-laws states that the Executive Committee may not enter in a contract over \$10,000 in value and 1 year in length.
- Subsection 17.10 (d) also states that any agreement for a joint service with any external party may only be 1 year in length.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

June 19, 2018

at the Board of Directors meeting held on:

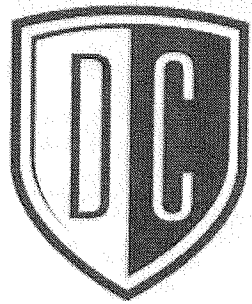
July 11, 2018

by resolution of the Board number:

2018-S02-03

Date this 11th day of July, 2018.

Charles Wilson
Chairperson of the Corporation.



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
JUNE 19, 2018**

The Fifth Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on June 19, 2018.

Present:

Director Parastoo Sadeghein
Director Kathryn Fraser (left 6:27 p.m.)
Director Andrew Nunez-Alvarez
Director Matthew Bryan (arrived 4:45 p.m.)

(Non Voting Members):

The Board Chair Charles Wilson
President Jaylan Hayles
Vice President Toosha Bush
Vice President Geoffrey Olara
General Manager Naqi Hyder
Financial Controller Josh Reece, CPA

(Courtesies of the Floor):

Meri Kim Oliver
Vice President Student Affairs of Durham College

Regrets:

Director Colleen Anderson
Director Ferwa Imam
Director Corrina Collette
Mandy Hadenko-Hodgkinson, Board Observer
Randy Uyenaka, Board Observer

CALL TO ORDER

The Board Chair called the meeting to order at 4:45 p.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the Board of our need to continue the stewardship of this land and reconciliation with the First Peoples. The Chair extended Courtesies of the House and Floor.

ADOPTION OF THE AGENDA

RESOLUTION 2018-5-1

Moved by: Director Parastoo Sadeghein

Seconded by: Director Kathryn Fraser

That the agenda for the fifth meeting of the of the Board held on June 19, 2018 be adopted.

-CARRIED 2018-5-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

MINUTES FORM PREVIOUS MEETINGS

RESOLUTION 2018-5-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Kathryn Fraser

That the minutes of the meeting of the fourth meeting of the Board held on May 30, 2018 be adopted.

-CARRIED 2018-5-2

DELEGATIONS

DCSI/DC Relationship

MeriKim Oliver, the Vice President Student Affairs of Durham College addressed the Board. She reviewed the DCSI/DC operations agreement, the role of the policies and the by-laws for DCSI, and the role of the Board Observers and the DCSI/DC Advisory Committee.

MOTIONS

Director's compensation review

RESOLUTION 2018-5-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Kathryn Fraser

That a review of the financial compensation for Directors be conducted by the Chairperson, in consultation with the Financial Controller, the Corporation's Legal Counsel and the College and that a report and recommendations be sent to the Annual General Meeting for review and determination.

-CARRIED 2018-5-3

Management Collective Bargaining Team

BACKGROUND

Legal Counsel has advised the Board to pass a resolution confirming the management collective bargaining team for upcoming negotiations with UNIFOR Local 222, given the recent departure of the General Manager. The original the management collective bargaining team was composed of The General Manager (Jennifer McHugh), the assistant General Manager Naqi Hyder, with the Corporation's Legal Counsel advising these managers. Now, the Corporation's Legal Counsel proposes that the only remaining Senior Manager, the Financial Controller, fill the vacancy of the management bargaining team.

RESOLUTION 2018-5-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Kathryn Fraser

That Naqi Hyder, Josh Reese, and the Corporation's Legal Counsel be authorised and empowered to act as the Management Collective Bargaining team on behalf of Durham College Students Inc. in the Collective Bargaining negotiations with UNIFOR Local 222 for the 2018 bargaining year, commencing July 3, 2018.

-CARRIED 2018-5-3

Health Plan RFP

BACKGROUND

A Request for Proposals has taken place for the health plan. Student VIP was awarded the contract for the Health Plan. The RFP process is a legally binding agreement and, as a result, creates liability if this agreement is breached. It is the recommendation of Legal Counsel that the Board passes a resolution to ratify RFP results and ratify the agreement between the Corporation and Student VIP. A delegation will be coming to a future Board meeting.

RESOLUTION 2018-5-5

Moved by: Director Parastoo Sadeghein

Seconded by: Director Kathryn Fraser

That the Board ratify the results of the RFP which awarded the contract for the Student Health, Dental, and extended Health Care plan to Student VIP.

RESOLUTION 2018-5-S1

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That the Board goes into a closed session to consider a matter subject to a plan, position, procedures, and criteria to be used in a negotiation to be carried out by DCSI according to section 4.2(9) of the Board Procedural Policy.

-CARRIED 2018-5-S1

RESOLUTION 2018-5-S2

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That the Board rises from the closed session.

-CARRIED 2018-5-S2

RESOLUTION 2018-5-5

The question was put on a recorded vote.

YES

Director Parastoo Sadeghein

Director Andrew Nunez-Alvarez

NO

Director Kathryn Fraser

Director Matthew Bryan

-TIED 2018-5-5

College Students Alliance

RESOLUTION 2018-5-6

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the Chair be directed:

(1) make arrangements for a delegation from the College Student Alliance at a future Board Meeting and that authorisation for such a delegation be given in accordance with 6.9 of the Board Procedural Policy; and

(2) prepare a report regarding the process to joining the College Student Alliance, in accordance by-laws and policies of DCSI.

-CARRIED 2018-5-6

Confirming the Fiscal Year end of the Corporation

RESOLUTION 2018-05-7

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alarez

That the Board of Directors confirm that the Corporation's fiscal year end is the thirtieth of April of every year.

-CARRIED 2018-5-7

REPORTS OF SELECTED SENIOR MANAGERS AND EXECUTIVE COMMITTEE

Exit report of the General Manager (for Information)

Report R2018-8, the Exit report of the outgoing General Manager was presented and discussed.

Budget Changes

RESOLUTION 2018-5-8

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alarez

That resolution 2018-4-10 be considered.

-DEFEATED 2018-5-8 (tied)

The General Manager Search Committee

The Report regarding the Search Committee for the General Manager was considered.

RESOLUTION 2018-5-10

Moved by: Director Parastoo Sadeghein

Seconded by: Director Matthew Bryan

That Naqi Hyder be appointed as Acting General Manger, in accordance with the Corporations Senior Manager Policy, and the office of Acting General Manager be deemed to be an officer under the Canada Not for Profit Corporations Act, 2009.

-CARRIED 2018-5-10

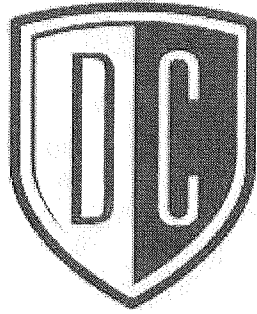
OTHER REPORTS

Tabling of the Clubs Reports

The Chairperson tabled the report entitled "A NEW PATH FOR CLUBS, SOCIETIES, AND STUDENT CIRCLES AT DURHAM COLLEGE STUDENTS INC."

Quorum

At 6:27 p.m. a lack of quorum was noticed. At 6:42 p.m. the Chairperson adjourned the Board in accordance with section 6.3 of the Board Procedural Policy.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

June 29, 2018

at the Board of Directors meeting held on:

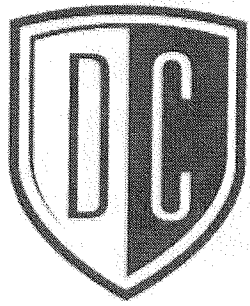
July 11, 2018

by resolution of the Board number:

2018-S02-04

Date this 11th day of July, 2018.

Charles Wilson
Chairperson of the Corporation.



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES (Public)
JUNE 29, 2018**

The First Special Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at Durham College, 2000 Simcoe Street North, Oshawa, Ontario on June 29, 2018.

Present: Director Parastoo Sadeghein
Director Matthew Bryan (left during closed session)
Director Ferwa Imam
Director Corrina Collette
Director Andrew Nunez-Alvarez

(Non Voting Members): The Board Chair Charles Wilson

(Courtesies of the Floor): Matthew Joseph, the Corporation's Solicitor

Regrets: Director Kathryn Fraser
Director Colleen Anderson

CALL TO ORDER

The Board Chair called the meeting to order at 5:50 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-S1-1

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That the agenda for the first special meeting of the of the Board held on June 29, 2018 be adopted.

-CARRIED 2018-S1-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

SUSPENSION OF THE RULES OF ORDER AND PROCEDURE

RESOLUTION 2018-S1-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Rules of Order and Procedures as contained in Article 5, sections 6.8, 6.16, and 7.2 of the Board Procedural Policy be suspended for this meeting.

-CARRIED 2018-S1-2

CLOSED SESSION

RESOLUTION 2018-S1-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That:

- (1) the Board now proceeds to a Committee of the Whole in confidential Closed Session to discuss a matter of that is subject to solicitor client privilege;***
- (2) the Committee of the Whole may assume the powers of the Board without further notice in open session; and***
- (3) the Corporation's Solicitor be appointed as the Chair of the Committee of the Whole and the all non-voting members and Chairperson be excused during the Committee of the Whole unless invited in by the Corporation's Solicitor.***

-CARRIED 2018-S1-3

RESOLUTION 2018-S1-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board now proceeds to an Open Session.

-CARRIED 2018-S1-4

The Chairperson reported the following five resolutions were passed in Closed Sessions which the Board decided to make public.

RESOLUTION 2018-S1-B1

That the vote on resolution 2018-5-5 be rescinded.

RESOLUTION 2018-S1-5

That the Board:

- i) hereby ratify the results of the RFP for the Student Health, Dental, and extended Health Care plan in which Student VIP was the selected proponent;**
- ii) enter into the agreement attached hereto as Schedule B with Student VIP;**
- iii) and hereby authorize and direct the Acting General Manager and take all necessary action to give effect to this resolution.**

RESOLUTION 2018-S1-6

Section 18.6 of the Bylaws shall read:

Should the Board of Directors determine that an Executive Officer is in breach of their employment agreement or the Bylaws of the Corporation the Board of Directors shall:

- a) terminate the Executive Officer employment agreement with the Corporation;**
- b) suspend the Execution Officer on terms to be determined by the Board of Directors; or**
- c) issue a written reprimand to the Executive Officer.**

An Executive Officer that receives a letter from the Board of Directors pursuant to a) or b) shall be deemed to have resigned from their office.

RESOLUTION 2018-S1-7

Section 9.3 (c) of the Corporation's By-laws be amended to read:

9.3 (c). An Executive Officer may only be removed:

- i) by a Special Resolution passed by the Members at a meeting of the Members; or**
- ii) by a Resolution passed by the Directors and in accordance with the Executive Officer's Employment Agreement.**

RESOLUTION 2018-S1-9

That the Board authorises the Acting General Manager to enter into a contract with a human resource consultant to review and provide advice on:

- i) the human resources and organizational development operations of DCSI, subject to the provisions of the by-laws and the Financial Administration Policy;***
- ii) the hiring of the General Manager of the DCSI; and***
- iii) any other human resources matter the Acting General Manager deems fit, acting reasonably.***

Resolution 2018-S1-8 was passed in closed session, but in accordance with section 4.7 of the Board Procedural Policy was not made public since it was regarding human resource matter.

ADJOURNMENT

RESOLUTION 2018-S1-10

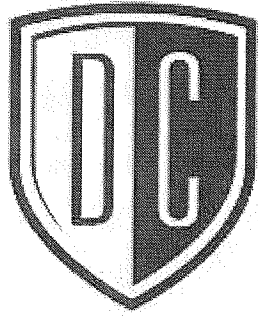
Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That this meeting do now adjourn to the call of the chair.

-Carried 2018-S1-10

The meeting adjourned at 8:21 p.m.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

Wednesday, July 11, 2018

At the Board of Directors meeting held on:

8/12/2018

By resolution number:

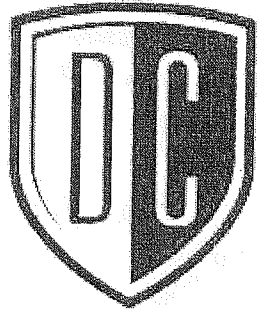
2018-6-2

Dated this 4th day of December, 2018.

A handwritten signature in black ink, appearing to read 'Charles Wilson'. The signature is written in a cursive, flowing style.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

*DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
July 11, 2018*

The Second Special Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on July 11, 2018.

Present:

Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Corrina Collette

(Non Voting Members):

The Board Chair Charles Wilson
General Manager Naqi Hyder
Financial Controller Josh Reece, CPA

(Courtesies of the Floor):

Mandy Hadenko-Hodgkinson, Board Observer

Regrets:

Director Colleen Anderson
Director Ferwa Imam
Director Kathryn Fraser
Randy Uyenaka, Board Observer

CALL TO ORDER

The Board Chair called the meeting to order at 7:09 p.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the Board of our need to continue the stewardship of this land and reconciliation with the First Peoples. The Chair extended Courtesies of the House and Floor.

ADOPTION OF THE AGENDA

RESOLUTION 2018-5-1

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the agenda for the second special meeting of the of the Board held on July 11, 2018 be adopted.

-CARRIED 2018-5-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

MINUTES FORM PREVIOUS MEETINGS

RESOLUTION 2018-S2-3

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the minutes of the fourth meeting of the Board of Directors held on June 19, 2018 be accepted.

-CARRIED 2018-S2-3

RESOLUTION 2018-S2-4

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the public minutes of the first special meeting of the Board of Directors held on June 29, 2018 be accepted.

-CARRIED 2018-S2-4

MATTERS ARISING FROM THE COMMITTEE OF THE WHOLE

The Chairperson informed the Board that the Committee of the Whole met on July 11, 2018 and reviewed matters regarding the finances and the appointment of the external director. There were no resolutions to deal with arising from the committee at this time.

YELLOW FOR HELLO

RESOLUTION 2018-S2-7

*Moved by: Director Corrina Collette
Seconded by: Director Andrew Nunez-Alvarez
That the Yellow for Hello project be approved.*

-CARRIED 2018-S2-7

DCSI/DC ADVISORY COMMITTEE

The Chair called for nominations for the Board members to sit on the DCSI/DC Advisory Committee.

*Nominated by: Director Corrina Collette
That Director Parastoo Sadeghein be nominated.*

*Nominated by: Director Matthew Bryan
That Director Andrew Nunez-Alvarez be nominated.*

A ballot was taken and the results were tied. Director Parastoo Sadeghein asked unanimous consent to withdrawal from a second ballot. Unanimous consent was given without objections.

RESOLUTION 2018-S2-6

*Moved by: Director Corrina Collette
Seconded by: Director Andrew Nunez-Alvarez
That Director Andrew Nunez-Alvarez be appointed to be a director to sit on the DCSI/DC Advisory Committee in accordance with section 4 (b(iv)) of schedule 4 of the joint operating agreement.*

-CARRIED 2018-S2-6

ADDENDUM

RESOLUTION 2018-S2-8

*Moved by: Director Corrina Collette
Seconded by: Director Andrew Nunez-Alvarez
That the addendum be dealt with at this time.*

-CARRIED 2018-S2-8

DECLARATION OF CONFLICT OF INTEREST

Director Matthew Bryan declared a conflict of interest on an item in closed session regarding solicitor client privilege.

CLOSED SESSION

RESOLUTION 2018-S2-9

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the Board now proceed into a closed session with the Acting General Manager present to discuss

- (1) a matter regarding the collective negotiations between Durham College Students Inc. and UNIFOR Local 222 in accordance with section 4.2 (d) of the Board Procedural Policy; and*
- (2) a matter which is subject to solicitor-client privilege in accordance with section 4.2 of the Board Procedural Policy.*

-CARRIED 2018-S2-9

By Unanimous Consent, the Board recessed the closed session and returned to open session to deal with one resolution.

RESOLUTION 2108-S2-11

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the Board of Directors of Durham College Students Inc:

- (1) ratifies the collective agreement between Durham College Students Inc. and UNIFOR Local 222; and*
- (2) hereby enter into the collective agreement with UNIFOR Local 222 and hereby authorize and direct the Acting General Manager and take all necessary action to give effect to this resolution.*

-CARRIED 2018-S2-12

In accordance with the order made by Unanimous Consent, the closed session resumed. Director Matthew Bryan, having a conflict of interest removed himself from the discussion. The Chair ruled that quorum was present since the member who was in conflict was not counted against quorum. He made this ruling based on the parliamentary practice and precedence set forth in the Municipal Conflict of Interest Act.

RESOLUTION 2018-S2-10

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the Board now proceeds to an Open Session.

-CARRIED 2018-S2-10

The Chair informed the board that one motion was passed in closed session, directly related the subject matter being discussed.

RESOLUTION 2018-S2-12

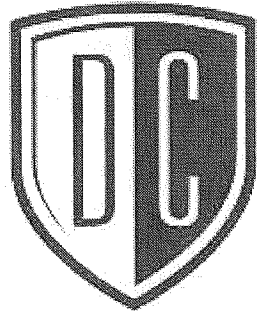
Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the following be appointed as signing officers for the corporation's Bank Account: Naqi Hyder, Joshua Reece, and Corrina Collette. Further, any two of these officers shall suffice to sign documents and bind the corporation.

-CARRIED 2018-S2-12

Quorum being absent, and there being no further items for discussion, the Chair adjourned the meeting at 8:10 p.m. to the Call of the Chair.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

July 11, 2018 (Committee of the Whole)

At the Board of Directors meeting held on:

8/12/2018

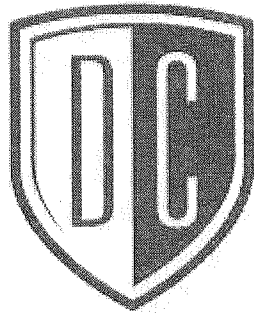
By resolution number:

2018-06-02

Dated this 4th day of December, 2018.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS COMMITTEE OF THE WHOLE MEETING REPORT
July 11, 2018

The third meeting of the Committee of the Whole of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on July 11, 2018.

Present: Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Corrina Collette

(Non Voting Members): The Committee Chair Charles Wilson
General Manager Naqi Hyder
Financial Controller Josh Reece, CPA

(Courtesies of the Floor): Mandy Hadenko-Hodgkinson, Board Observer
Lori Wilson, Collins Burrows Durham LLC
Daniel Keating

Regrets: Director Colleen Anderson
Director Ferwa Imam
Director Kathryn Fraser
Randy Uyenaka, Board Observer

CALL TO ORDER

The Committee Chair called the meeting to order at 4:51 p.m.

ADOPTION OF THE AGENDA

RECOMMENDATION CW-2018-3-1

Moved by: Director Corrina Collette

That the agenda for the third meeting of the Committee of the Whole held on July 11, 2018 be adopted.

-REPORTED CW-2018-3-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

PRESENTATION FROM THE AUDITORS

Lori Wilson from Collins Burrows LLC presented the draft financial statements and the management letter.

APPOINTMENT OF EXTERNAL DIRECTOR

Daniel Keating, a candidate for External Director presented to the Committee.

RECOMMENDATION CW-2018-3-3

Moved by: Director Corrina Collette

That Daniel Keating be appointed as the External Director for a term beginning on July 11, 2018.

-REPORTED CW-2018-3-3

The Chair after consultation with the Acting General Manager advised that the recommendation will not be considered by the Committee until it is reviewed by the College.

GOVERNANCE REVIEW

Professor Charles Wilson, sometime Adjunct Professor of Public Administration and Governance at Laurentian University presented a lecture for consideration on Student Association Governance Structures.

RECOMMENDATION CW-2018-3-5

Moved by: Director Corrina Collette

That the Committee explores:

- (1) an elected president being nominated after an interview process and approval by the board based on a plan for their term of office;**
- (2) vice-presidents being appointed by the Board; and**
- (3) staggered elections for Vice Presidents.**

Further that the Chair explores this model further and present a proposal to a future meeting of the Committee of Whole.

-REPORTED CW-2018-3-5

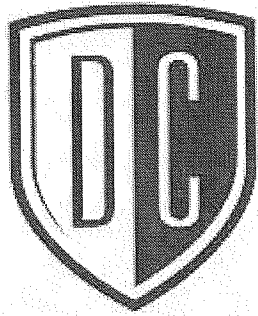
RISE AND REPORT

RECOMMENDATION CW-2018-3-4

Moved by: Director Corrina Collette

That the Committee of the Whole rises and report.

-REPORTED CW-2018-3-4



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

Thursday, September 13, 2018

At the Board of Directors meeting held on:

10/5/2018

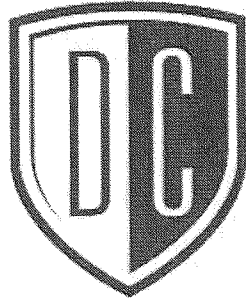
By resolution number:

2018-9-3

Dated this 4th day of December, 2018.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
September 13, 2018**

The Fourth Special Meeting of the Second Board of Directors of the Durham College Students Incorporated met at Room 212, the Student Centre, 2000 Simcoe Street, Oshawa, Ontario on September 13, 2018.

Present:

Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez (arrived at 5:23 p.m.)
Director Corrina Collette
Director Colleen Anderson
Director Ferwa Imam
Director Matthew Bryan

(Non Voting Members):

The Board Chair Charles Wilson
Financial Controller Josh Reece, CPA (left at 6:24 p.m.)

Regrets:

Director Kathryn Fraser
Director Daniel Keating

CALL TO ORDER

The Board Chair called the meeting to order at 5:21 p.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the Board of our need to continue the stewardship of this land and reconciliation with the First Peoples.

ADOPTION OF THE AGENDA

RESOLUTION 2018-8-1

Moved by: Director Corrina Collette

Seconded by: Director Parstoo Sadeghein

That the agenda for the seventh meeting of the of the Board held on September 13, 2018 be adopted.

-CARRIED 2018-8-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

ADOPTION OF MINUTES FORM THE PREVIOUS MEETING

RESOLUTION 2018-8-2

Moved by: Director Corrina Collette

Seconded by: Director Parstoo Sadeghein

That the minutes of the seventh meeting of the Board of Directors held on August 23, 2018 be adopted.

-CARRIED 2018-8-2

DELEGATIONS

Student VIP

Drew Martin from Student VIP presented an update regarding the plan and answered questions regarding the plan.

REPORT FROM MANAGERS AND COMMITTEES

Clubs, Societies, and Indigenous Student Circle Policy

The Chairperson presented the updated Clubs, Societies, and Indigenous Student Circle Policy.

RESOLUTION 2018-8-3

Moved by: *Director Parastoo Sadeghein*

Seconded by: *Director Colleen Anderson*

That the Clubs, Societies, and Indigenous Student Circles Policy be adopted and shall come into effect on a date to be named by the Acting General Manager.

-CARRIED 2018-8-3

Financial Report

The Financial Controller presented the financial report. He highlighted the need to create a divestment policy and the accounting changes which accompany the change in the Health Plan.

MOTIONS

RESOLUTION 2018-8-4

Moved by: *Director Parastoo Sadeghein*

Seconded by: *Director Colleen Anderson*

That the Board Procedural Policy be amended by adding section 3.6 as follows:

The Board shall appoint by resolution a member to preside in the absence of the Chairperson and to fulfill the duties of the Chairperson should the office become vacant.

-CARRIED 2018-8-4

RESOLUTION 2018-8-5

The Chairperson brought the request for a member of the Board to sit on the Campus Recreation and Wellness Advisory Committee.

Parastoo Sadeghein nominated herself.

Andrew Nunez-Alvarez nominated Matthew Bryan.

A vote was taken. Director Sadeghein received 2 votes. Director Bryan received 4 votes.

Moved by: *Director Ferwa Imam*

Seconded by: *Director Parastoo Sadeghein*

That the Board appoints Matthew Bryan to the CRWC Advisory Committee.

-CARRIED 2018-8-5

RESOLUTION 2018-8-6

Moved by: *Director Ferwa Imam*

Seconded by: *Director Parastoo Sadeghein*

That the Board delegates its function to appoint Signing Officers for the Corporation to the Standing Committee for the Advice of the Administrator of the Office of the General Manager until October 30, 2018

-CARRIED 2018-8-6

CLOSED SESSION

RESOLUTION 2018-8-7

Moved by: Director Ferwa Imam

Seconded by: Director Colleen Anderson

That the Board now proceeded to a closed session to deal with a matter which is subject to the solicitor-client privilege according to the Board Procedural Policy.

-CARRIED 2018-8-7

RESOLUTION 2018-8-8

Moved by: Director Ferwa Imam

Seconded by: Director Colleen Anderson

That the Board now proceeds to an open session.

-CARRIED 2018-8-8

MATTERS ARISING OUT OF THE CLOSED SESSION

RESOLUTION 2018-8-9

Moved by: Director Colleen Anderson

Seconded by: Director Parastoo Sadeghein

That resolution 2018-7-4 be rescinded.

-CARRIED 2018-8-9

RESOLUTION 2018-8-10

Moved by: Director Colleen Anderson

Seconded by: Director Parastoo Sadeghein

That the Board authorizes the Chairperson to call the Annual General Meeting for October 30, 2018 at a time to be determined by the Chairperson or such other dates as the Chairperson shall determine after consultation with Legal Counsel.

-CARRIED 2018-8-10

STATEMENT OR QUESTIONS BY MEMBERS

Members made statements and asked questions.

ADJOURNMENT

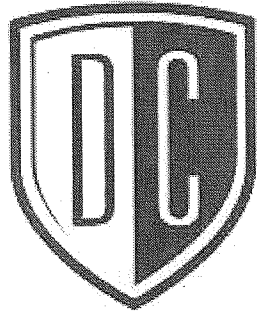
RESOLUTION 2018-8-11

Moved by: Director Colleen Anderson

Seconded by: Director Parastoo Sadeghein

That this meeting do now adjourn to the call of the Chair.

-CARRIED 2018-8-11



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

Thursday, September 20, 2018

At the Board of Directors meeting held on:

10/5/2018

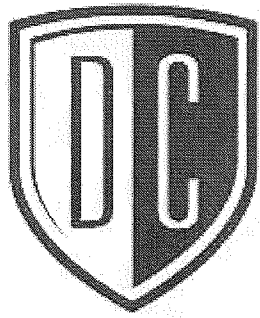
By resolution number:

2018-9-4

Dated this 4th day of December, 2018.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

Thursday, July 19, 2018

At the Board of Directors meeting held on:

8/12/2018

By resolution number:

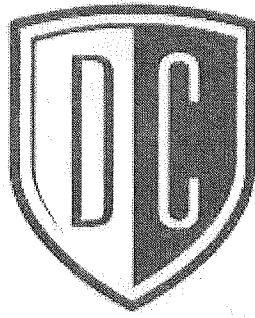
2018-06-02

Dated this 4th day of December, 2018.

A handwritten signature in cursive script, appearing to read 'Charles Wilson', written in dark ink.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
July 19, 2018

The Third Special Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on July 19, 2018.

Present: Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Kathryn Fraser
Director Corrina Collette

(Non Voting Members): The Board Chair Charles Wilson
General Manager Naqi Hyder

Regrets: Director Colleen Anderson
Director Ferwa Imam
Financial Controller Josh Reece, CPA
Randy Uyenaka, Board Observer
Mandy Hadenko-Hodgkinson, Board Observer

CALL TO ORDER

The Board Chair called the meeting to order at 6:57 p.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the Board of our need to continue the stewardship of this land and reconciliation with the First Peoples.

ADOPTION OF THE AGENDA

RESOLUTION 2018-5-1

Moved by: Director Parstoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the agenda for the third special meeting of the of the Board held on July 19, 2018 be adopted.

-CARRIED 2018-5-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

MATTERS ARISING FROM THE COMMITTEE OF THE WHOLE

The Chairperson informed the Board that the Committee of the Whole met on July 11, 2018 and reviewed matters regarding Riot Radio, Student VIP Health Plan, Clubs and Societies, and Governance Structures. There are one resolution arising out of the Committee.

RESOLUTION 2018-S3-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the actions of the Committee of the Whole in respect to recommendations CW-2018-4-2 and CW-2018-4-3 passed by the Committee of the Whole at that meeting is hereby enacted, and confirmed as if such proceedings were expressly included in this resolution.

-CARRIED 2018-S3-2

ACCESSIBILITY ADVISORY COMMITTEE

The Chair opened nominations for the Accessibility Advisory Committee.

*Nominated by: Director Corrina Collette
That Parastoo Sadeghein be nominated.*

*Moved by: Director Corrina Collette
Seconded by Director Kathryn Fraser
That nominations for the position of representative to the Accessibility
Advisory Committee now be closed.*

-CARRIED

RESOLUTION 2018-S3-2

*Moved by: Director Parastoo Sadeghein
Seconded by: Director Andrew Nunez-Alvarez
That Parastoo Sadeghein be appointed to be a director to sit on the
Accessibility Advisory Committee.*

-CARRIED 2018-S3-2

AUDITED FINANCIAL STATEMENTS

The Acting General Manager presented the drafted audited financial statements.

RESOLUTION 2018-S3-4

*Moved by: Director Parastoo Sadeghein
Seconded by: Director Andrew Nunez-Alvarez
That the Audited Financial Statements for the fiscal year ending April 30, 2018
be approved.*

-CARRIED 2018-S3-4

CLARIFICATION OF THE BY-LAWS

The Chairperson presented a number of found in the by-laws, and presented the recommendation of the Corporation's Solicitor that a resolution be made to clarify the by-laws.

RESOLUTION 2018-S2-5

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the Board of Directors of Durham College Students Inc affirms that:

(1) section 2.2 of the by-laws read:

2.2 Number and Gender of Words. Unless the context requires otherwise, all pronouns and possessive adjectives used in these By-Laws, or any other official documents of the Corporation, shall refer to person of all gender identities, and all singular and plural meanings.

(2) section 6.7 (a) of the by-laws read:

(a) Board Observers shall include:

(i) the administrative staff of the Corporation;

(ii) one representative from the union of the Corporation's unionized employees, if any;

(iii) two representatives from the College, which may be either or both a College alumnus or faculty member;

(iv) others who are granted observer status by the Board at the beginning of a given Board meeting.

(3) section 6.11 (d) reads:

(d) Directors that are registered in pre-approved courses from other institutions that specifically provide credit towards a College certificate or diploma for their declared program of study are exempt from subsection 6.11 (b) above.

This an affirmation of a change which was already made but not incorporated in the by-laws as they were posted online.

-CARRIED 2018-S3-5

ADJOURNMENT

RESOLUTION 2018-S2-6

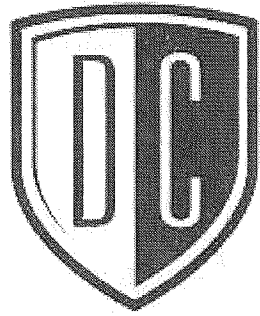
Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That this meeting do now adjourn to the call of the Chair.

-CARRIED 2018-S3-6

At 7:25 p.m. the Board adjourned to the Call of the Chair.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

July 19, 2018 (Committee of the Whole)

At the Board of Directors meeting held on:

8/12/2018

By resolution number:

2018-6-3

Dated this 4th day of December, 2018.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS COMMITTEE OF THE WHOLE MEETING REPORT
July 19, 2018**

The fourth meeting of the Committee of the Whole of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on July 19, 2018.

Present:

Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Kathryn Fraser
Director Corrina Collette

(Non Voting Members):

The Committee Chair Charles Wilson
General Manager Naqi Hyder

(Courtesies of the Floor):

Greg Murphy, Executive Dean of the School of Media, Arts, and Design
Drew Martin, Partner Student VIP

Regrets:

Director Colleen Anderson
Director Ferwa Imam
Mandy Hadenko-Hodgkinson, Board Observer
Financial Controller Josh Reece, CPA
Randy Uyenaka, Board Observer

CALL TO ORDER

The Committee Chair called the meeting to order at 4:59 p.m.

ADOPTION OF THE AGENDA

RECOMMENDATION CW-2018-4-1

Moved by: Director Corrina Collette

That the agenda for the fourth meeting of the Committee of the Whole held on July 19, 2018 be adopted.

-REPORTED CW-2018-3-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

RIOT RADIO PARTNERSHIP

Greg Murphy, the Executive Dean of the School of Media, Arts, and Design presented a partnership proposal to the Committee. The Committee gave guidance to the Acting General Manger.

RISE AND REPORT

RECOMMENDATION CW-2018-3-4

Moved by: Director Corrina Collette

That the Committee of the Whole rises and report.

-REPORTED CW-2018-3-4

STUDENT VIP

Drew Martin, Partner in Student VIP gave a presentation regarding the health plan.

ORIENTATION PLANS

Naqi Hyder, the Acting General Manager presented the plans for orientation week.

RECOMMENDATION CW-2018-4-2

Moved by: Director Parastoo Sadeghein

That the Board approves in principle the orientation plans contained in the presentation of the Acting General Manager.

-REPORTED CW-2018-4-2

CLUBS AND SOCIETIES

Moved by: Director Parastoo Sadeghein

That the Board approves, in principle, a clubs and societies system based on the recommendations of the report "A new path forward for clubs and societies at Durham College Students Inc".

-REPORTED CW-2018-4-3

RECESS

The Committee recessed from 6:57 p.m. to 7:32 p.m.

GOVERNANCE REVIEW

Professor Charles Wilson, sometime Adjunct Professor of Public Administration and Governance at Laurentian University presented a lecture for consideration on Student Association Governance Structures.

By Consensus, it was agreed to explore a Committee of the Whole Structure, Changes to the Membership Meeting Structure, and multiple structures.

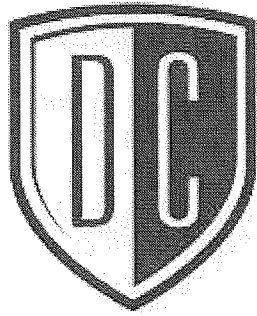
RISES AND REPORT

RECOMMENDATION CW-2018-4-4

Moved by: Director Parastoo Sadeghein

That the Committee of the Whole rises and reports.

-REPORTED CW-4-4-



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

Sunday, August 12, 2018

At the Board of Directors meeting held on:

8/23/2018

By resolution number:

2018-7-2

Dated this 4th day of December, 2018.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
August 12, 2018**

The Sixth Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on August 12, 2018.

Present:

Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Colleen Anderson
Director Corrina Collette (arrived at 1:08 p.m.)
Director Daniel Keating

(Non Voting Members):

The Board Chair Charles Wilson
General Manager Naqi Hyder

Regrets:

Director Ferwa Imam
Director Kathryn Fraser
Financial Controller Josh Reece, CPA

CALL TO ORDER

The Board Chair called the meeting to order at 11:33 a.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the Board of our need to continue the stewardship of this land and reconciliation with the First Peoples.

ADOPTION OF THE AGENDA

RESOLUTION 2018-6-1

Moved by: Director Parstoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the Agenda for the sixth meeting of the Board of Directors held on August 12, 2018 be adopted with Clubs and Societies occurring right after the appointment of the external, and notwithstanding any the Rules of Order and Procedures that the fixed time of adjournment be set as four o'clock.

-CARRIED 2018-6-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

MINUTES OF THE PREVIOUS MEETINGS

RESOLUTION 2018-6-2

Moved by: Director Parstoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That:

(1) the minutes of the Second Special Meeting of the Board of Directors held on July 11, 2018 be adopted; and

(2) the minutes of the third special meeting of the Board of Directors held on July 19, 2018 be adopted.

-CARRIED 2018-6-2

RESOLUTION 2018-6-3

Moved by: Director Parstoo Sadeghein

Seconded by: Director Matthew Bryan

That:

(1) the report of the third meeting of the Committee of the Whole held on July 11, 2018 be adopted and appended to minutes book; and

(2) the report of the fourth meeting of the Committee of the Whole held on July 19, 2018 be adopted and appended to minutes book.

-CARRIED 2018-6-3

APPOINTMENT OF EXTERNAL DIRECTORS

RESOLUTION 2018-6-4

Moved by: Director Parstoo Sadeghein

Seconded by: Director Matthew Bryan

That Daniel Keating be appointed as External Director for a term beginning upon the acceptance of the office.

-CARRIED 2018-6-4

CLUBS, SOCIETIES, AND INDIGENOUS STUDENT CIRCLES POLICY

RESOLUTION 2018-6-10

Moved by: Director Parstoo Sadeghein

Seconded by: Director Matthew Bryan

That the Board resolves itself into meeting as if in the Committee of the Whole for the discussion of the draft of the Clubs, Societies, and Indigenous Student Circles policy in order to provide feedback before final adoption of the Policy.

-CARRIED 2018-6-10

Director Matthew Bryan took the Chair from 11:54 a.m. to 12:04 p.m.

The Chairperson assumed the Chair at 12:04 p.m.

The Board gave the following feedback regarding the Clubs, Societies, and Indigenous Student Circle Policy:

- Providing an way for alumni to continue a club in a short term;
- Clubs committee;
- Contractural agreement for joint clubs;
- How donations can be accepted/how donations work;
- Social media roles;
- Funding models details;
- Conflict of interest; and
- Part time students role in clubs.

The Board recessed from 12:15 p.m. to 1:08 p.m.

CLOSED SESSION – GOVERNANCE PLANS

RESOLUTION 2018-6-8

Moved by: Director Parstoo Sadeghein

Seconded by: Director Matthew Bryan

That the Board now proceeds to a closed session to discuss a position, plan, criteria, or instruction to be applied to a negotiation to be carried out on behalf of the DCSI and a matter subject to the Solicitor-Client Privilege.

-CARRIED 2018-6-8

RESOLUTION 2018-6-9

Moved by: Director Matthew Bryan

Seconded by: Director Parstoo Sadeghein

That the Board now proceeds to an open session.

-CARRIED 2018-6-9

CLOSED SESSION – ORGANIZATIONAL UPDATE – LITIGATION, RFP DISPUTE UPDATE, AND LABOUR RELATIONS UPDATE

RESOLUTION 2018-6-4

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parstoo Sadeghein

That the Board now proceeds to a closed session to discuss:

(1) a matter regarding potential litigation in accordance with section 4.2 (e) of the Board Procedural Policy;

(2) a matter which is subject to the solicitor client privilege in accordance with section 4.2 (f) of the Board procedural policy; and

(3) a matter related to labour relations or employee negotiation in accordance with section 4.2(d) of the Board Procedural Policy.

-CARRIED 2018-6-4

Director Matthew Bryan declared a conflict of interest in closed session and withdrew.

RESOLUTION 2018-6-5

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parstoo Sadeghein

That the Board now proceeds to an open session.

-CARRIED 2018-6-5

RESOLUTION 2018-6-12

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parstoo Sadeghein

That the Board affirms that Resolution 2018-S1-9 includes the ability of the acting General Manager to retaking Legal Counsel regarding the Human Resources issues of the Corporation.

-CARRIED 2018-6-12

ADJOURNMENT

RESOLUTION 2018-6-11

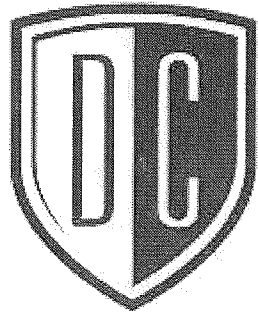
Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That the clock be seen as four o'clock and this meeting now adjourn to the call of the chair.

-CARRIED 2018-6-11

At 3:08 p.m. the Chair saw the clock as 4 o'clock and adjourned the meeting.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board Meeting held on:

Thursday, August 23, 2018

At the Board of Directors meeting held on:

9/13/2018

By resolution number:

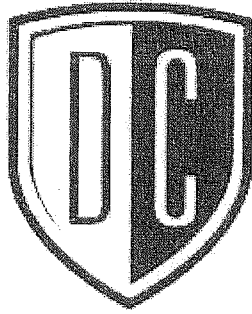
2018-8-2

Dated this 4th day of December, 2018.

A handwritten signature in black ink, appearing to read 'Charles Wilson'. The signature is written in a cursive, flowing style.

Charles Wilson

Chairperson of the Corporation



STUDENTS INC.

*DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
August 23, 2018*

The Seventh Meeting of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on August 23, 2018.

Present: Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Matthew Bryan
Director Daniel Keating
Director Corrina Collette

(Non Voting Members): The Board Chair Charles Wilson
General Manager Naqi Hyder

Courtesies of the Floor: Meri Kim Oliver
Melissa Pringle

Regrets: Director Colleen Anderson
Director Ferwa Imam
Director Kathryn Fraser
Financial Controller Josh Reece, CPA

CALL TO ORDER

The Board Chair called the meeting to order at 5:38 p.m.

INTRODUCTORY REMARKS

The Chair acknowledged that the Board was meeting today on the Traditional Territory of the Mississauga of the Scugog Island, and reminded the Board of our need to continue the stewardship of this land and reconciliation with the First Peoples.

ADOPTION OF THE AGENDA

RESOLUTION 2018-7-1

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parstoo Sadeghein

That the agenda for the seventh meeting of the of the Board held on August 23, 2018 be adopted.

-CARRIED 2018-7-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

ADOPTION OF MINUTES FORM THE PREVIOUS MEETING

RESOLUTION 2018-7-2

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parstoo Sadeghein

That the minutes of the sixth meeting of the Board of Directors held on August 12, 2018 be adopted.

-CARRIED 2018-7-2

CLOSED SESSION

RESOLUTION 2018-7-3

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Daniel Keating

Tha the Board now proceeded to a closed session to discuss a personal matter about an identifiable individual according to section 4.2 (b) of the Board Procedural Policy and a matter regarding a position, plan, procedure, criteria, or instruction to be applied to any negotiation carried on or to be carried on by or behalf of the DCSI in accordance with section 4.2(g) of the Board Procedural Policy with the Vice President Student Affairs of Durham College of Applied Arts and Technology and the Secretary of the Board of Governors of Durham College of Applied Arts and Technology present.

-CARRIED 2018-7-3

RESOLUTION 2018-7-4

Moved by: Director Daniel Keating

Seconded by: Director Parastoo Sadeghein

That the board now proceed to an open session.

-CARRIED 2018-7-4

MEMBERSHIP MEETING

The Chairperson presented plans for the Membership Meeting.

RESOLUTION 2018-7-5

Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That Resolution 2018-7-5 be now read, reported, and passed this 23rd day of August, 2018;

And further that the by-law be amended and the by-law be engrossed in the by-law book.

-CARRIED 2018-7-5

RESOLUTION 2018-7-3

Members Meeting Modernization Resolution

AN SPECIAL RESOLUTION TO ALLOW FOR MORE EFFICIENT OPERATIONS OF THE MEMBERSHIP MEETING

WHEREAS the Canada Not for Profit Corporations Act and related regulations allow for electronic voting at member meeting, as long as the vote may be subject to verification and tallying in such a way that prevent identification of how members voted;

AND WHEREAS the Committee of the Whole expressed a desire to increase membership engagement by allowing for greater participation in the membership meeting;

THEREFORE THE BOARD OF DIRECTORS OF DURHAM COLLEGE STUDENTS INCORPORATED ENACTS AS FOLLOWS:

Short title

1. This resolution is called the Member's Meeting Modernization Resolution, 2018.

Amending By-law 1

2. Section 5 of By-law 1 of Durham College Students Inc is repealed and replaced according to schedule I.

Coming into effect

3. This Resolution comes into effect on the day it is passed by the Board.

Schedule I

5. MEMBERS' MEETINGS

5.1 Member Rights and Responsibilities at Members' Meetings.

- (a) All Members of the Corporation shall be entitled to attend, and speak at, meetings of the Members of the Corporation.
- (b) Only Members shall be entitled to move, second and vote on motions at a meeting of the Members of the Corporation.
- (c) People who are not Members of the Corporation may be excluded at a meeting of the Members of the Corporation by an Ordinary Resolution of the Members.

5.2 Types of Meetings.

- (a) There shall be two types of meetings of the Members:
 - (i) Annual General Meetings; and
 - (ii) Special Meetings.
- (b) The following business will be conducted at each Annual General Meeting:
 - (i) consideration of the financial statements;
 - (ii) consideration of the audit report, if any;
 - (iii) reappointment of the incumbent auditor, as applicable; and
 - (iv) if needed, reading into the record the results of the election of Directors (provided that such elections will be held in accordance with the Elections and Referenda Policy), and all other business will be deemed to be "Special Business".
- (c) Special Business may also be conducted at an Annual General Meeting (in which case its shall be an Annual and Special General Meeting) or at a Special Meeting, provided that the notice of the meeting:
 - (i) states the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the Special Business; and
 - (ii) states the text of any Special Resolution to be submitted to the meeting.

5.3 Location and Time of Meetings.

(a) Members meetings shall be called by the Chairperson of the Corporation and, subject to Section 5.3(b), shall be held at such time, on such day in each year and in such place (provided such place is in the Province of Ontario) as the Board may determine.

(b) The Corporation shall hold an Annual General Meeting in the fall semester, provided that the Annual General Meeting may be adjourned to spring semester for the purposes of electing Directors.

(c) The Corporation may hold a Members Meeting by a mix of electronic means and in person meetings, in such the way as determined by the Board at the time where the meeting is called.

(c) People who are not Members of the Corporation may be excluded at a meeting of the Members of the Corporation by an Ordinary Resolution of the Members.

5.4 Requisitioning Meetings

(a) Members may requisition a meeting by a delivering a written requisition that:

(i) is signed by at least 10% of the Members of the Corporation;

(ii) states the business to be transacted at the meeting; and

(iii) is delivered to the Chair and to the registered office of the Corporation.

(b) Upon receipt of the requisition, the Board shall call forthwith a Special Meeting for the transaction of the business stated in the requisition, provided that the Board shall not be required to call a meeting where the requisition pertains to matters described in Section 5.7(d).

5.5 Notice of Meetings.

(a) Notice of the time and place of a meeting of members shall be given to each Member entitled to vote at the meeting by the following means:

(i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

(b) In addition, a notice of a meeting, including the agenda showing business to be transacted, shall be advertised around campus using such means as the Board may determine at least one week in advance of the meeting.

(c) No minor immaterial error or omission in giving the notice of any meetings of the Members shall invalidate such meeting.

5.6 Agenda. The Secretary of the Board, in consultation with the Executive Committee, shall be responsible for preparing the agenda for each meeting. The second item, after a call to order, on any agenda shall be ratification of the agenda.

5.7 Member Proposals.

(a) Members representing at least 5% of the total membership entitled to vote at a meeting of the Members, as evidenced by a written requisition signed by such Members, may give the Board notice of any matter that such Members intend to raise at an upcoming meeting of the Members, including the wording of a resolution to be moved at the meeting and a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution (a "Proposal").

(b) The Corporation will include the Proposal on the agenda for the meeting and will circulate a copy of the Proposal to all Members entitled to attend the meeting with the notice of the meeting; provided that where it is not practicable to send the Proposal at the same time as the notice of the meeting is sent, the Proposal shall be sent as soon as practicable thereafter.

(c) The Directors are not bound under this section to give notice of any Proposal that is delivered less than 10 days (or such longer period as may be set out in the Act) prior to the meeting.

(d) The Directors are not bound under this section to give notice of any Proposal where:

(i) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, or Members;

(ii) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the Corporation;

(iii) substantially the same Proposal was submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the Proposal and the Members that requisitioned the similar Proposal failed to present the Proposal at the meeting or the Proposal was defeated; or

(iv) the rights conferred by this section are being abused to secure publicity.

(e) If the Corporation refuses to provide notice of the Proposal, it shall, within 10 days after the day on which it receives the Proposal, notify the Members submitting the proposal of its refusal to provide notice of the Proposal and of the reasons for the refusal.

5.8 Quorum.

(a) Quorum in the case of a meeting shall be equal to 1% of all Members entitled to vote on the business being transacted.

(b) A quorum, as defined by the By-Laws shall be present for any business to be conducted at a meeting. All business transacted in the absence of quorum is null and void.

(c) If quorum is not present at a Members meeting, or if quorum is lost during a meeting, the Chairperson shall, after waiting a reasonable amount of time for quorum to be established or re-established, adjourn the meeting.

(d) If a Members meeting is held in accordance with section 5.3 (c), quorum is calculated only by those members who are vote in the electronic system and not those who are present at any in person session.

5.9 Conduct of Meeting.

(a) The rules contained in Robert's Rules of Order shall govern all Members meetings, to the extent that they are not inconsistent with the By-Laws and the policies of the Corporation.

(b) Every Members meeting shall be presided over by the Chairperson (or such other chairperson as the Board may appoint under these By-Laws) who shall adjudicate all questions concerning the conduct of the meeting.

(c) Minutes shall be taken and will be made available in the Corporation office as soon as reasonably practicable after the meeting, provided that such minutes will be clearly marked as "Draft (subject to ratification at next Members meeting)" until they are ratified at the next Members meeting.

5.10 Decision-making.

(a) All decisions of the Members shall be made in the form of resolutions duly recorded in the minutes.

(b) Any vote taken at a Members meeting shall be voted on solely by the Members who are present at the meeting.

(c) Section 5.10 (b) shall not apply if the Members Meeting is held in accordance with section 5.3 (c).

(d) Unless otherwise provided in these By-Laws or the Act, motions must be approved by Ordinary Resolution of the Members. Where a vote is tied, the motion fails.

(e) Voting shall be by a show of hands. **unless the Members meeting is held in accordance with 5.3(c).**

(f) The Chairperson is not entitled to a second or deciding vote.

(g) Members shall vote collectively, regardless of Member Class, on resolutions affecting the Corporation, except when Members from a particular Member Class must vote on a resolution affecting their Member Class.

5.11 Absentee Voting

(a) No Member may assign proxy to another Member to vote or participate on behalf of a Member at any Meeting of the Members.

(b) The Corporation shall not collect, count and report the results of any vote by proxy cast at any Meeting of the Members.

(c) If Members meeting held in accordance with section 5.3 (c), a vote by electronic means is not a vote by proxy.

5.12 Representatives at Other Meetings.

(a) The Corporation shall send a minimum of two (2) delegates at all general meetings of a provincial students' association to which it belongs. Such delegates shall be chosen by way of resolution of the Board.

(b) The Corporation shall send a minimum of two (2) delegates at all general meetings of a national students' association to which it belongs. Such delegates shall be chosen by way of resolution of the Board.

RESOLUTION 2018-7-6

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the Comprehensive Practices for the Membership Meeting be accepted.

-CARRIED 2018-7-6

RESOLUTION 2018-7-7

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That the Board calls a Membership Meeting for October 1-4, 218 according to the schedule outlined in the Comprehensive Proceedings for the Membership Meeting.

-CARRIED 2018-7-7

PROCEED PAST THREE HOURS

RESOLUTION 2018-7-11

*Moved by: Director Parastoo Sadeghein
Seconded by: Director Andrew Nunez-Alvarez
That the Board proceeded past three hours.*

-CARRIED 2018-7-11

GOVERNANCE MATTERS

RESOLUTION 2018-7-8

*Moved by: Director Corrina Collette
Seconded by: Director Matthew Bryan
That the Board now proceeds to a close session to deal with a matter which is subject to the solicitor-client privilege according to section 4.2 (f) of the Board Procedural Policy and to discuss a personal matter about an identifiable individual according to section 4.2 (b) of the Board Procedural Policy.*

-CARRIED 2018-7-8

RESOLUTION 2018-7-9

*Moved by: Director Corrina Collette
Seconded by: Director Matthew Bryan
That the Board now proceed to an open session.*

-CARRIED 2018-7-9

RESOLUTION 2018-7-10

*Moved by: Director Daniel Keating
Seconded by: Director Parastoo Sadeghein*

That:

- 1. Charles Wilson (as Chairperson) be given part of the general manager roles, under the guidance of the Standing Advisory Committee.**
- 2. the Standing Advisory Committee be comprised of the following persons; Matthew Bryan, Parastoo Sadeghein, Andrew Nunez-Alvarez, Daniel Keating, and Corrina Collette.**
- 3. the committee have the power to negotiate the terms of the chairperson's retainer.**
- 4. the Chairperson when performing this role is not an officer of the corporation as per the CNPA.**

-CARRIED 2018-7-10

RESOLUTION 2018-7-11

Moved by: Director Daniel Keating
Seconded by: Director Parastoo Sadeghein

That:

- (1) the General Manager Selections Committee be composed of as follows; (i) the chairperson (as a non voting chair) and five members of the Board of Directors to be appointed by the board;**
- (2) The committee shall be empowered to do all things necessary and to finally report on the Board on a final shortlist of names it considers to be qualified and appropriate for appointment to the office of General Manager of Durham College Students Inc.**
- (3) The General Manager Selections Committee members of the Board will be; Corrina Collette; Matthew Bryan; Andrew Nunez-Alvarez; Parastoo Sadeghein and Daniel Keating.**
- (4) The General Manager Selections Committee will also be the Standing Advisory Committee to the chairperson as per resolution 2018-7-11 with direction to advise on any matters they deem needed.**

-CARRIED 2018-7-11

RESOLUTION 2018-7-12

Moved by: Director Parastoo Sadeghein
Seconded by: Director Matthew Bryan

That the Board presents options for the governance structure to the fall membership meeting and that voting be conducted using a preferential voting system; and that the Board be empowered to recommend not of the structures to the Membership Meeting.

-CARRIED 2018-7-12

RESOLUTION 2018-7-13

Moved by: Director Parastoo Sadeghein
Seconded by: Director Matthew Bryan

That a general by-election be held after the Membership Meeting based and contingent of the results of the governance structure decision of the Membership Meeting.

-CARRIED 2018-7-13

ADJOURNMENT

RESOLUTION 2018-7-14

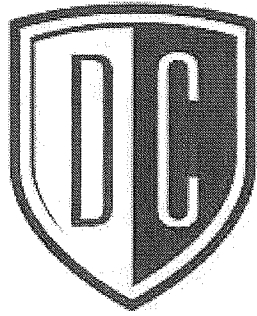
Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That this meeting do now adjourn to the call of the Chair.

-CARRIED 2018-7-14

The meeting adjourned at 8:36 p.m.



STUDENTS INC.

DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
September 20, 2018

The Fourth Special Meeting of the Second Board of Directors of the Durham College Students Incorporated met by Teleconference on September 20, 2018.

Present: Deputy Chairperson Director Andrew Nunez-Alvarez
Director Parastoo Sadeghein
Director Corrina Collette
Director Colleen Anderson

(Non Voting Members): The Board Chair Charles Wilson

Regrets: Director Ferwa Imam
Director Kathryn Fraser
Director Matthew Bryan
Director Daniel Keating
Financial Controller Josh Reece, CPA

CALL TO ORDER

The Board Chair called the meeting to order at 5:40 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-S4-1

*Moved by: Director Corrina Collette
Seconded by: Director Parstoo Sadeghein*

That the agenda for the fourth special meeting of the of the Board held on September 20, 2018 be adopted.

-CARRIED 2018-S4-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

RESULTS OF THE ELECTRONIC BALLOTING

The Following results were deemed read into the record

DEPUTY CHAIRPERSON

FIRST BALLOT

Colleen Anderson	3
Matthew Bryan	0
Corrina Collette	1
Daniel Keating	1
Andrew Nunez-Alvarez	3

Matthew Bryan, Corrina Collette and Daniel Keating are therefore removed from the ballot.

SECOND BALLOT

Colleen Anderson	3
Andrew Nunez-Alvarez	5

Andrew Nunez-Alvarez is therefore elected.

ACADEMIC COUNCIL

Colleen Collette	3
Parastoo Sadeghein	3

The members are tied.

RULING OF THE CHAIR

The following ruling was delivered by the Chairperson

The Chairperson is in a unique situation regarding how to proceed with the Academic Council Election, as the vote is tied. The normal practice in the event of a tie is to hold a run off election between those so tied, however due to the fact that there was only two candidates in the race, and the time constraints regarding the appointment to the Academic Council, a run off election is both impractical since it guarantees that the results would be any different, and further there is no guarantee that this would be done in time to allow for the appointment to take effect.

The Chairperson must therefore look to guidance to the parliamentary authorities. Upon review of the Board Procedural Policy there is no clear guidance, besides section 3.2 which reads:

In all cases not provided for hereinafter, or by resolution of the Executive Committee, the Board, or the Member, procedure questions shall be decided by the Chairperson, whose decision shall be based on the usages, forms, customs and precedents of the Parliamentary traditions set forth in most recent edition of the Rules of Order and Procedure.

In both Roberts Rules of Order in Brief and Roberts Rules of Order, the solution is either a random draw or the Chair to have a casting vote. The By-laws specifically forbids the Chair from holding a casting vote on matters before the Board, however guidance is provided by section 7.12 of the by-laws which reads:

If a vote is tied at the Board, the resolution fails and it is forwarded for a vote at the next meeting of the Members to be voted on by the Members.

However, the time constraints on this matter is such that it must be resolved before the membership meeting. This section, although well intentioned, does not provide guidance for the Chairperson on settling this issue. I especially note section 7.6 of the by-laws which reads:

Every Board meeting shall be presided over by the Chair who shall adjudicate all questions concerning the conduct of the meeting.

It is the opinion of the Chairperson that this matter must be resolved before membership meeting, and in fact before the conclusion of this meeting. The Chairperson must therefore look upon further parliamentary principles to decide how to proceed. Upon the review of the Standing Order of the House of Commons and the House of Commons Procedures and Practices (second edition), there is no simple resolution to this issue.

I am therefore leaving three options in the hands of the Honourable Members:

1. An agreement between those so tied regarding who shall be declared elected to that office;
2. The use of a random draw generator to decide who shall be declared elected to that office; or
3. The Chairperson casting a vote to determine the results of this election.

The Chairperson asked the Board for direction, and it was decided to flip a coin. The Chairperson flipped a coin and the Chairperson delivered the following remarks:

Honourable Members, the coin having landed on side which was called by Parastoo Sadeghein, I therefore cast the vote of the Chair for Parastoo Sadeghein. I declare the results of the vote to be:

ACADEMIC COUNCIL

Colleen Collette	3
Parastoo Sadeghein	4

The Parastoo Sadeghein is therefore elected.

RATIFICATION OF THE RESULTS

RESOLUTION 2018-S4-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That Andrew Nunez-Alvarez be appointed Deputy Chairperson.

-CARRIED 2018-S4-2

RESOLUTION 2018-S4-3

Moved by: Director Corrina Collette

Seconded by: Director Colleen Anderson

That Parastoo Sadeghein be appointed to the Academic Council of Durham College of Applied Arts and Technology.

-CARRIED 2018-S4-3

RESOLUTION 2018-S4-4

Moved by: Director Corrina Collette

Seconded by: Deputy Chairperson Director Andrew Nunez-Alvarez

That Parastoo Sadeghein be appointed to the Communications working group of the Indigenization Council.

-CARRIED 2018-S4-4

ADJOURNMENT

RESOLUTION 2018-S2-5

Moved by: Director Corrina Collette

Seconded by: Director Colleen Anderson

That this meeting do now adjourn.

-CARRIED 2018-S4-5



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

October 5, 2018

at the Board of Directors meeting held on:

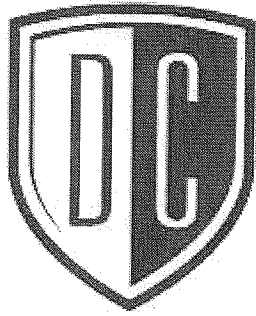
January 30, 2019

by resolution number:

2018-12-2

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
October 5, 2018**

The Ninth Meeting of the Second Board of Directors of the Durham College Students Incorporated met by Teleconference on October 5, 2018.

Present:

Deputy Chairperson Director Andrew Nunez-Alvarez
Director Parastoo Sadeghein
Director Corrina Collette
Director Colleen Anderson
Director Matthew Bryan

(Non Voting Members):

The Board Chair Charles Wilson

Courtesy of the Floor:

Donna Judson
Dan MacInally
Nicole Shillingford-Grell

Regrets:

Director Ferwa Imam
Director Kathryn Fraser
Director Daniel Keating
Financial Controller Josh Reece, CPA

CALL TO ORDER

The Board Chair called the meeting to order at 10:41 a.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-9-1

Moved by: Deputy Chair Andrew Nunez-Alvarez

Seconded by: Director Parstoo Sadeghein

That the agenda for the ninth meeting of the Board held on October 5, 2018 be adopted.

-CARRIED 2018-9-1

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest were declared.

ADOPTION OF THE MINUTES OF THE PREVIOUS MEETINGS

RESOLUTION 2018-9-2

Moved by: Director Parastoo Sadeghein

Seconded by: Deputy Chair Andrew Nunez-Alvarez

That the minutes of the eighth meeting of the Board of Directors held on September 13 2018 be adopted.

-CARRIED (2018-9-2)

RESOLUTION 2018-9-3

Moved by: Director Matthew Bryan

Seconded by: Director Parastoo Sadeghein

That the minutes of the fourth special meeting of the Board of Directors held on September 20, 2018 be adopted.

-CARRIED (2018-9-3)

DELEGATION/PRESENTATIONS

Senior staff

The Administrator of the Office of the General Manager introduced the senior staff of the Corporation namely, Nicole Shillingford-Grell, Donna Judson, and Dan MacInally.

REPORTS FROM MANAGERS AND COMMITTEES

The Deputy Chair took the Chair.

The Administrator of the Office of the General Manager's Report

The Administrator of the Office of the General Manager gave his report. It is attached as appendix I.

There were three resolutions which came out of the Administrator's report.

RESOLUTION 2018-9-4

Moved by: Deputy Chair Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That:

- (1) Section 6.1 of the Board Procedural Policy be amended to add subsection g:
g) Report of the General Manager and other Executive Officers;
and all other sections be renumbered accordingly;**

- (2) Section 6.12 of the Board Procedural Policy be rescinded and replaced with:
Reports from Committees, the General Manager or other Executive Officers do not need to be voted on unless that report includes a Motion. When a Motion is included the Motion shall be addressed with after the report has been considered.**

-CARRIED (2018-9-4)

RESOLUTION 2018-9-5

Moved by: Deputy Chair Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That the Board affirms that elected executives and members of the Board who are not otherwise covered by the Student Health Plan can be opted into the Student Health Plan by the General Manager.

-CARRIED (2018-9-5)

RESOLUTION 2018-9-6

Moved by: Deputy Chairperson Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That the Board directs the Administrator of the Office of the General Manager to arrange for staff members as the Administrator of the Office of the General Manager feels appropriate to attend the Ontario Regional Conference of the Association of Managers of Canadian Colleges, Universities and Student Centres (AMICCUS-C) to be held from November 6th – 8th 2018 in Markham Ontario.

-CARRIED (2018-9-6)

Charles Wilson resumed the Chair.

Report of the Standing Committee

The report of the Standing Committee Meeting held on September 18, 2018 was considered.

RESOLUTION 2018-9-7

Moved by: Deputy Chair Andrew Nunez-Alvarez

Seconded by: Director Parastoo Sadeghein

That the Report of the Standing Committee meeting held on September 18, 2018 be received.

-CARRIED (2018-9-7)

AGM Update

RESOLUTION 2018-9-S1

Moved by: Deputy Chair Andrew Nunez-Alvarez

Seconded by: Director Matthew Bryan

That the Board now proceeds to a closes session for a matter subject to the solicitor-client privilege with the Board Observer and staff present.

-CARRIED (2018-9-S1)

RESOLUTION 2018-9-S2

Moved by: Deputy Chair Andrew Nunez-Alvarez

Seconded by: Director Matthew Bryan

That the Board now proceeds to a closes session for a matter subject to the solicitor-client privilege with the Board Observer and staff present.

-CARRIED (2018-9-S2)

RESOLUTION 2018-9-19

Moved by: Director Parastao Sadeghein

Seconded by: Deputy Chair Andrew Nunez-Alvarez

BE IT RESOLVED THAT: The Directors approve the form and content of the Notice of Annual and Special Meeting attached hereto in substantial form, with variations as determined by the Chairperson.

BE IT RESOLVED THAT: The Directors approve the form and content of the Agenda for the Annual and Special Meeting attached hereto in substantial form, with variations as determined by the Chairperson.

BE IT RESOLVED THAT: The Directors direct the Chairperson to send Notice of the Annual and Special Meeting for the Corporation, as attached hereto in substantial form, to the Members and to undertake any steps to give effect to this resolution.

-CARRIED (2018-9-19)

MOTIONS

RESOLUTION 2019-9-11

Moved by: Director Parastoo Sadeghein

Seconded by: Director Matthew Bryan

That notwithstanding the Board Procedural Policy or usual practices:

- (1) The Chair shall deal with nominations of the offices named in resolution 2018-9-9 up-to and include resolution 2018-9-14 in series at the same time. When a member rises to nominate someone for an office, that member shall state which committee they wish to nominate the member for and which member they wish to nominate.***
- (2) Once all nominations have been closed, one ballot shall be taken on all contested races.***
- (3) Once the result of the ballot has been tabulated, the Board shall consider resolution 2018-9-9 up to and including resolution 2018-9-14 as a consent motion, unless an objection is given, the Chair shall deem each and every resolution moved, seconded, read, debated, carried without division, and finally disposed of based on the results of the ballot.***

-CARRIED 2018-9-11

Director Parastoo Sadeghein nominated Parastoo Sadeghein for the College Council.

Director Parastoo Sadeghein nominated Corrina Collette for the College Council.

Deputy Chair Andrew Nunez-Alvarez nominated Matthew Bryan for the College Council.

Deputy Chair Andrew Nunez-Alvarez nominated Andrew Nunez-Alvarez for the Healthy Campus Taskforce.

Director Colleen Anderson nominated Parastoo Sadeghein for the Health Campus Taskforce.

Director Colleen Anderson nominated Colleen Anderson for the Restorative Justice Committee.

Director Parastoo Sadeghein nominated Parastoo Sadeghein for the Student Conduct Committee

Director Parastoo Sadeghein nominated Matthew Bryan for the Master Recreation and Investment Plan Committee.

Director Parastoo Sadeghein nominated Matthew Bryan for the Ancillary Fees Protocol Committee.

RESOLUTION 2018-9-12

Moved by: Director Parastoo Sadeghein

Seconded by: Director Matthew Bryan

That the nomination now be closed for the committee membership named in resolution 2018-9-8 up-to and include resolution 2018-9-13.

-CARRIED (2018-9-12)

A vote was taken for the Health Campus Taskforce, the results of the ballot is as follows:

Andrew Nunez-Alvarez 2 votes
Parasoo Sadeghein 2 votes

The members were tied.

A second ballot was taken. The results are as follows:

Andrew Nunez-Alvarez 2 votes
Parasoo Sadeghein 2 votes

The members were tied.

The Chair referenced his ruling on September 20, 2018 where he found if two divisions were present in the course of voting for an appointment, the Chair should have a casting vote through the flipping of a coin. The Chair flipped the coin, and the coin having landed on the side which Andrew Nunez-Alvarez called, the chair used his casting vote for Andrew Nunez-Alvarez.

The result of the second ballot therefore are as follows:

Andrew Nunez-Alvarez 3 votes
Parasoo Sadeghein 2 votes

Pursuant to the special order made in resolution 2018-9-11, the following motions were moved, seconded, read, debated, carried without division, and finally disposed of in the affirmative.

RESOLUTION 2018-9-8

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That Parastoo Sadeghein, Corrina Collette, and Matthew Bryan be appointed to the College Council of Durham College of Applied Arts and Technology.

-CARRIED (2018-9-8)

RESOLUTION 2018-9-9

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That Andrew Nunez-Alvarez be appointed to the Healthy Campus Task Force of Durham College of Applied Arts and Technology.

-CARRIED (2018-9-9)

RESOLUTION 2018-9-10

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That Colleen Anderson be appointed to the Restorative Justice Committee of Durham College of Applied Arts and Technology.

-CARRIED (2018-9-10)

RESOLUTION 2018-9-11

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That Parastoo Sadeghien be appointed to the Student Conduct Committee of Durham College of Applied Arts and Technology.

-CARRIED (2018-9-11)

RESOLUTION 2018-9-12

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That Matthew Bryan be appointed to the Master Recreation and Investment Plan Committee of Durham College of Applied Arts and Technology.

-CARRIED (2018-9-12)

RESOLUTION 2018-9-13

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That Matthew Bryan be appointed to the Ancillary Fees Protocol Committee of Durham College of Applied Arts and Technology.

-CARRIED (2018-9-13)

RESOLUTION 2018-9-14

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That:

(1) the Board of Directors shall meet on the following times:

October 19, 2018 at 11:00 a.m. as the Committee of the Whole;

November 9, 2018 at 11:00 a.m.;

November 16, 2018 at 11:00 a.m. as the Committee of the Whole; and

December 7, 2018 at 11:00 a.m.;

(2) when the Board meets in the Committee of the Whole the procedures as outlined in Article XI of the Board Procedural Policy shall apply, and no decision taken at the Committee of the Whole shall be final and binding unless confirmed by the Board of Directors at a subsequent meeting of the Board of Directors; and

(3) the Deputy Chairperson shall be the Chairperson of the Committee of the Whole, however the Chairperson of the Board may be permitted to preside.

-CARRIED (2018-9-14)

CLOSED SESSION

RESOLUTION 2018-9-15

Moved by: Director Parastoo Sadeghien

Seconded by: Director Matthew Bryan

That the Board now proceeds to a closed session to deal with a matter regarding labour relations or employee negotiations and a matter which is subject to the solicitor client privilege.

-CARRIED (2018-9-15)

RESOLUTION 2018-9-16

Moved by: Director Parastoo Sadegehin

Seconded by: Director Matthew Bryan

That the Board now proceeds to an open session.

-CARRIED (2018-9-16)

There was on resolution arising from the Closed Session.

RESOLUTION 2018-9-17

Moved by: Director Parastoo Sadeghein

Seconded by: Director Matthew Bryan

That the Administrator of the Office of the General Manager is empowered and directed to do all things necessary to give effect to the actions outlined in the confidential report regarding organizational structure and resources (staffing).

-CARRIED (2018-9-17)

ADJOURNMENT

RESOLUTION 2018-9-18

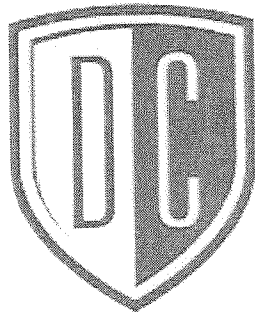
Moved by: Director Parastoo Sadegehein

Seconded by: Director Andrew Nunez-Alvarez

That this meeting do now adjourn to November 9, 2018 or to the call of the chair.

-CARRIED (2018-9-18)

The meeting adjourned at 1:07 p.m.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

October 19, 2018 (Committee of the Whole)

at the Board of Directors meeting held on:

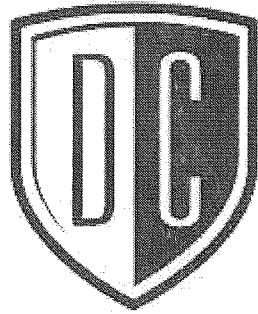
January 30, 2019

by resolution number:

2018-12-4

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS COMMITTEE OF THE WHOLE MEETING REPORT
OCTOBER 19, 2018**

The fifth meeting of the Committee of the Whole of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on October 19, 2018.

Present: Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Corrina Collette

(Non Voting Members): The Committee Chair Charles Wilson

Regrets: Director Colleen Anderson
Director Ferwa Imam
Director Kathryn Fraser
Director Matthew Bryan

CALL TO ORDER

The Committee Chair called the meeting to order at 11:00 a.m.

ADOPTION OF THE AGENDA

By consensus, the agenda was adopted.

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

CONSIDERATION OF MATTERS

Committee Terms of Reference

The Chairperson presented the terms of reference for the Committee

Whitby Campus Engagement and Community Action Plan

The Administrator presented the Whitby Campus Engagement and Community Action plan for review.

College Updates

The Administrator presented a number of college updates. The members of the College Council presented updates regarding the College Council meeting held in October. The Administrator presented updates regarding the Board of Governors meeting held in mid October.

AGM Updates

The chairperson presented an update on the Remembrance Day Ceremony.

RISING AND REPORTING

The Committee rose and report at 11:40 a.m.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

November 16, 2018 (Committee of the Whole)

at the Board of Directors meeting held on:

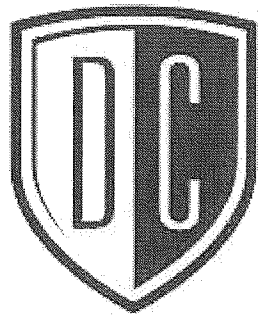
January 30, 2019

by resolution number:

2018-12-5

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



STUDENTS INC.

DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS COMMITTEE OF THE WHOLE MEETING REPORT
November 16, 2018

The sixth meeting of the Committee of the Whole of the Second Board of Directors of the Durham College Students Incorporated meet at the Boardroom, Student Centre, Durham College, 2000 Simcoe Street North, Oshawa, Ontario on November 16, 2018.

Present: Director Parastoo Sadeghein
Director Andrew Nunez-Alvarez
Director Corrina Collette
Director Matthew Bryan

(Non Voting Members): The Committee Chair Charles Wilson

Regrets: Director Colleen Anderson
Director Ferwa Imam
Director Kathryn Fraser

CALL TO ORDER

The Committee Chair called the meeting to order at 4:00 p.m.

ADOPTION OF THE AGENDA

By consensus, the agenda was adopted.

DECLARATIONS OF CONFLICT OF INTEREST

The Chair asked if there was any conflicts of interest. No conflicts of interest was declared.

CONSIDERATION OF MATTERS

The State of the Durham College Students Incorporated

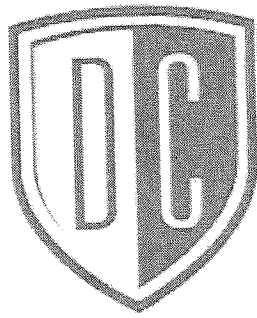
The Committee examined the state of Durham College Students Inc., and made recommendations to the Administrator of the Office of the General Manager on the various issues.

The Proposed Legal Aid Service

The Committee reviewed the proposed legal aid service which the Administrator has been working on and it was agreed that the Administrator would bring it to the Board for final approval.

RISING AND REPORTING

The Committee rose and report at 11:40 a.m.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

January 9, 2019

at the Board of Directors meeting held on:

January 30, 2019

by resolution number:

2019-12-3

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



STUDENTS INC.

DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
January 9, 2019

The Fifth Special Meeting of the Second Board of Directors of the Durham College Students Incorporated met on January 9, 2019 at 7:00 p.m.

Present: Deputy Chairperson Director Andrew Nunez-Alvarez
Director Parastoo Sadeghein
Director Corrina Collette
Director Daniel Keating

(Non Voting Members): The Board Chair Charles Wilson
Randy Uyenaka, Board Observer (Teleconference)

Guest: Matthew Joseph, General Counsel (during closed session)

Regrets: Director Ferwa Imam
Director Kathryn Fraser
Director Matthew Bryan
Financial Controller Josh Reece, CPA

CALL TO ORDER

The Board Chair called the meeting to order at 7:14 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-S5-1

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the Agenda for the fifth special meeting of the Board of Directors be adopted.

-CARRIED (2018-S5-1)

DECLARATION OF CONFLICT OF INTEREST

None were declared.

NOTIFICATION OF VACANCY IN THE MEMBERSHIP

The Chairperson informed the Board that he has received the resignation of Colleen Anderson.

COLLEGE RELATIONS

The board received a memo from Meri-Kim Oliver dated January 7, 2019.

CLOSED SESSION

RESOLUTION 2018-S5-2

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the Board now proceeds to a closed session in accordance with the Board Procedural Policy to discuss a matter which is subject to the Solicitor Client Privilege.

-CARRIED (2018-S5-2)

RESOLUTION 2018-S5-3

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the Board now resumes the open session.

-CARRIED (2018-S5-2)

THE ANNUAL GENERAL MEETING

RESOLUTION 2018-S5-3

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the Board sets and calls the Annual General Meeting for February 26, 2019 at 2:00 p.m. and directs the Standing Committee to prepare the agenda for that meeting.

-CARRIED (2018-S5-3)

2019 ELECTIONS

RESOLUTION 2018-S5-4

Moved by: Director Corrina Collette

Seconded by: Director Andrew Nunez-Alvarez

That the 2019 General Election takes place in accordance with the following dates, and that these dates shall supersede the dates as contained in the Elections and Referendum Policy:

Chief Returning Officer hired February 15, 2019

Nominations period March 2-8, 2019

All Candidates Meeting March 11, 2019

Campaign period March 13-22, 2019

In person voting March 18-22, 2019

And that these dates shall operate notwithstanding the Elections and Referendum Policy.

-CARRIED (2018-S5-4)

RESOLUTION 2018-S5-5

Moved by: Director Parastoo Sadeghan

Seconded by: Director Corrina Collette

That notwithstanding section 6.1 of the Elections and Referendum Policy, the Elections Committee shall be composed as follows:

- a) one directors appointed by the Board of Directors;*
- b) the Chairperson of the Corporation, as a non-voting member;*
- c) the Chief Returning Officer as a non-voting member;*
- d) one members-at-large appointed by the Elections Committee;*
- and*
- e) one faculty and staff member appointed by the Elections Committee:*

And alternate members may be appointed.

-CARRIED (2018-S5-5)

RESOLUTION 2018-S5-6

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That Andrew Nunez-Alvarez be appointed to the Elections and Referendum Committee and Corrina Collette be appointed as an alternate.

-CARRIED (2018-S5-6)

VACANCY IN MEMBERSHIP

RESOLUTION 2018-S5-7

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That Notwithstanding the Elections and Referendum Policy and in accordance with both section 6.10 of the By-laws and the natural authority of the membership to appoint directors under the Canada Not for Profit Corporations Act:

- (a) notice of a meeting of the membership for class D of the membership shall be given no later than January 11, 2019;*
- (b) the members of class D of the membership shall occur at noon on January 30, 2019 and at the said meeting a director for class D of the membership shall be elected to serve the remainder of the term of office of Director Class D of the Membership.*

-CARRIED (2018-S5-7)

RESOLUTION 2018-S5-8

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board accepts the resignation of Colleen Anderson, dated January 8, 2018 and notwithstanding the Elections and Referendum Policy and in accordance with both section 6.10 of the By-laws the natural authority of the membership to appoint directors under the Canada Not for Profit Corporations Act:

- (a) notice of a meeting of the membership for class B of the membership shall be given no later than January 11, 2019;*
- (b) the members of class B of the membership shall occur at noon on January 29, 2019 and at the said meeting a director for class B of the membership shall be elected to serve the remainder of the term of office of Director Class B of the Membership.*

-CARRIED (2018-S5-8)

INTERIM GOVERNANCE ARRANGEMENTS

RESOLUTION 2018-S5-9

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That:

- (1) the Board appoint Andrew Nunez-Alvarez and Corrina Collette to the Office of Managing Director of the corporation, respectively.*
- (2) the Board authorize Andrew Nunez-Alvarez and Corrina Collette, as Managing Directors, to speak on behalf of the Corporation, conduct external relations, work with the senior management of the Corporation to ensure membership leadership, accountability and transparency in operations and leadership of Durham College Students Inc., sign cheques, enter into contracts, and bind the Corporation temporarily until the Winter 2019 term elections ; and*
- (3) Andrew Nunez-Alvarez and Corrina Collette, as Managing Directors be given an Honorarium of \$250 a week paid by-weekly for these additional duties.*

-CARRIED (2018-S5-9)

Director Andrew Nunez-Alvarez and Director Corrina Collette abstained on this resolution.

GOVERNANCE WORKING GROUP

RESOLUTION 2018-S5-10

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That Corrina Collette, Parastoo Sadeghein, and Daniel Keating be appointed to a governance working group to review the structure regarding the executive officers of the corporation, to consult with students regarding that structure, and make recommendations to the Board regarding that structure; And that the committee shall report back to the Board of Directors no later than February 1, 2019.

-CARRIED (2018-S5-10)

ADJOURNMENT

RESOLUTION 2018-S5-11

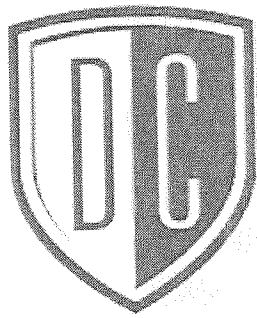
Moved by: Director Andrew Nunez-Alvarez

Seconded by: Director Corrina Collette

That this meeting do now adjourn to January 23, 2019 at 5:00 p.m. or the call of the Chair.

-CARRIED (2018-S5-11)

The Board adjourned at 8:19 p.m.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

January 30, 2019

at the Board of Directors meeting held on:

January 30, 2019

by resolution number:

2018-13-2

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
January 30, 2019

The Fifth Special Meeting of the Second Board of Directors of the Durham College Students Incorporated met on January 9, 2019 at 7:00 p.m.

Present: Deputy Chairperson Director Andrew Nunez-Alvarez
Director Parastoo Sadeghein
Director Daniel Keating
Director Matthew Bryan

(Non Voting Members): The Board Chair Charles Wilson

Regrets: Director Ferwa Imam
Director Kathryn Fraser
Director Corrina Collette
Financial Controller Josh Reece, CPA

CALL TO ORDER

The Board Chair called the meeting to order at 7:14 p.m.

RESOLUTION 2018-12-1

Moved by: Director Parastoo Sadeghein

Seconded by: Director Matthew Bryan

That the agenda of the twelfth meeting of the Board of held on January 30, 2019 be adopted.

-CARRIED (2019-12-01)

DECLARATION OF CONFLICT OF INTEREST

None were declared.

CONSENT AGENDA

RESOLUTION 2018-12-11

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That notwithstanding the usual practice, the following motions shall be deemed to be moved, seconded, read, and carried: 2018-12-2; 2018-12-3; 2018-12-4; 2018-12-5; 2018-12-6; 2018-12-7; 2018-12-8; 2018-12-9; 2018-12-11; 2018-12-12.

-CARRIED (2019-12-11)

ADOPTION OF THE MINUTES OF THE PREVIOUS MEETING

RESOLUTION 2018-12-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the Minutes of the ninth meeting of the Board of Directors held on October 5, 2018 be adopted.

-CARRIED (2019-12-2)

RESOLUTION 2018-12-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the minutes of the fifth special meeting of the Board of Directors held on January 9, 2019 be adopted.

-CARRIED (2019-12-3)

REPORTS FROM MANAGERS AND COMMITTEES

Administration of the Office of General Manager's Report

The Administrator presented his report.

Committee of the Whole

RESOLUTION 2018-12-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the report of the Meeting of the Committee of the Whole held on October 19, 2018 be adopted and appended to the Minutes Book.

-CARRIED (2019-12-4)

RESOLUTION 2018-12-5

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the report of the meeting of the Committee of the Whole held on November 15, 2018 be adopted and appended to the Minutes Book.

-CARRIED (2019-12-5)

Standing Committee

RESOLUTION 2018-12-6

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the report of the Standing Committee held on October 5, 2018 be received.

-CARRIED (2019-12-6)

RESOLUTION 2018-12-7

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the report of the Standing Committee held on December 3, 2018 be received.

-CARRIED (2019-12-7)

Legal Aid Clinic report by C. Wilson

RESOLUTION 2018-12-8

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That, the Board of Directors of Durham College Students Inc.

(a) approves the contract between Durham College Students Inc. and William Reid to establish a legal aid clinic for Durham College Students on a 1/10th full time basis;

(b) directs the Administrator of the Office of General Manager to execute the contract.

-CARRIED (2108-12-8)

The Seal of the Corporation report by C. Wilson

RESOLUTION 2018-12-9

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That the Seal, an impression of which is attached as schedule I to this resolution is the seal of Durham College Students Incorporated. The seal shall be kept in the care and the custody of the General Manager and General Manager is authorised to execute under seal any document which requires to be sealed.

-CARRIED (2018-12-9)

DCSI Management benefits and Service Grants
RESOLUTION 2018-12-10

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That the Executive remuneration policy be amended to add the following paragraph at the end of Article III:

The Corporation will provide full time managers with a grant in the same amount as members of the collective bargaining unit are entitled to through the Collective Agreement, especially but not exclusively the Employment Insurance Top-Up, the Public Office Leave of Absence, the Paid Educational Leave, the Bereavement leave, the Travel Allowance, the Tuition Feeds and Wellness fund, the Parking and Transit Pass reimbursement, the Cell Phone Allowance, the Paid Domestic Violence Leave, the Christmas Bonus any other benefit which the Members of the Bargaining Unit are entitled to at the same level as the collective agreement.

Management shall also receive at 1.5% service grant for each year of continual service to the Corporation. This shall be in addition to the CPI increase.

-CARRIED (2018-12-10)

Board Vacancies

RESOLUTION 2018-12-11

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That Resolution 2018-S5-6 and Resolution 2018-S5-7 be amended to add subsection (c) which shall read as follows:

The dates in this motion may be changed by the Chairperson as appropriate. The Chairperson acting with the Managing Directors shall determine the procedures for the meeting.

-CARRIED (2018-12-11)

Annual General Meeting

RESOLUTION 2018-12-12

Moved by: Director Parastoo Sadeghein

Seconded by: Director Andrew Nunez-Alvarez

That Resolution 2018-S5-3 be amended to replace "January 27, 2019 at 2:00 p.m." with "January 28, 2019 at 2:00 p.m."

-CARRIED (2018-12-12)

Report of the Governance Working Group

RESOLUTION 2018-12-13

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That the report of the Governance Working Group be adopted, and the Chairperson is authorised to draft the changes to the by-laws to carry out the recommendation of the Governance Working Group.

-CARRIED (2018-12-13)

CLOSED SESSION

RESOLUTION 2018-12-14

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That the Board now proceed to a closed session to deal with a matter regarding a matter regarding which is subject to the solicitor client privilege.

-CARRIED (2018-12-14)

RESOLUTION 2018-12-15

Moved by: Director Parastoo Sadeghein

Seconded by: Director Dan Keating

That the Board now proceeded to an open session.

-CARRIED (2018-12-15) -

RESOLUTIONS ARISING OUT OF CLOSED SESSION

None.

STATEMENTS OR QUESTIONS BY MEMBERS

Statements and questions were presented.

Adjournment

RESOLUTION 2018-12-16

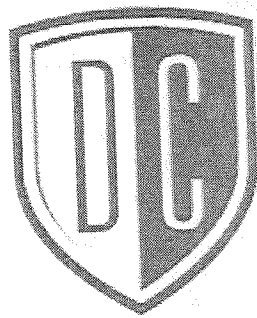
Moved by: Director Parastoo Sadeghein

Seconded by: Director Dan Keating

That this meeting do now adjourn to February 20, 2019, or to the call of the chair.

-CARRIED (2018-12-16)

The meeting adjourned at 7:16 p.m.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

February 15, 2019

at the Board of Directors meeting held on:

February 20, 2019

by resolution number:

2018-13-3

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
February 15, 2019**

The Sixth Special Meeting of the Second Board of Directors of the Durham College Students Incorporated met on February 15, 2019 at 6:30 p.m.

Present:

Chairperson Charles Wilson
Deputy Chairperson Director Andrew Nunez-Alvarez
Director Parastoo Sadeghein
Director Corrina Collette
Director Daniel Keating

Regrets:

Director Ferwa Imam
Director Kathryn Fraser
Director Matthew Bryan

CALL TO ORDER

The Board Chair called the meeting to order at 6: 02 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-S5-1

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That the Agenda for the Sixth special meeting of the Board of Directors be adopted.

-CARRIED (2018-S6-1)

DECLARATION OF CONFLICT OF INTEREST

None were declared.

BY-LAWS

RESOLUTION 2018-S6-2

Moved by: Director Parastoo Sadehien

Seconded by: Director Andrew Nunez-Alvarez

That the Board of Directors of Durham College Students Incorporated hereby approves by-law 1 of Durham College Students Inc.

-CARRIED (2018-S6-2)

IN CAMERA SESSION

RESOLUTION 2018-S6-3

Moved by: Director Parastoo Sadehein

Seconded by: Director Daniel Keating

That the Board now proceeds to a closed session in accordance with the Board Procedural Policy to receive a report regarding the position of General Manager of Durham College Student Inc.

-CARRIED (2018-S6-3)

RESOLUTION 2018-S6-4

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That the Board now resumes the open session.

-CARRIED (2018-S6-4)

ADJOURNMENT

RESOLUTION 2018-S5-11

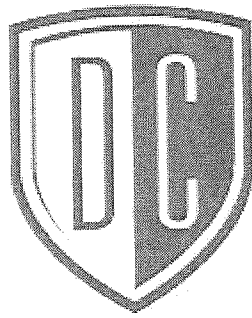
Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That this meeting do now adjourn.

-CARRIED (2018-S6-4)

The Board adjourned at 6:25 p.m.



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

February 20, 2019

at the Board of Directors meeting held on:

April 9, 2019

by resolution number:

2018-14-2

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



STUDENTS INC.

**DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
February 20, 2019**

The Thirteenth Meeting of the Second Board of Directors of the Durham College Students Incorporated met on February 20, 2019 at 5:00 p.m.

Present:

Chairperson Charles Wilson
Deputy Chairperson Director Andrew Nunez-Alvarez
Director Parastoo Sadeghein
Director Corrina Collette
Director Daniel Keating

Regrets:

Director Ferwa Imam
Director Kathryn Fraser
Director Matthew Bryan

CALL TO ORDER

The Board Chair called the meeting to order at 5:00 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-13-1

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That the Agenda for the thirteenth meeting of the Board of Directors be adopted.

-CARRIED (2018-13-1)

DECLARATION OF CONFLICT OF INTEREST

None were declared.

RESOLUTION 2018-13-2

Moved by: Director Daniel Keating

Seconded by: Director Corrina Collette

That the minutes of the January 30, 2018 Board Meeting be adopted.

-CARRIED (2018-13-2)

RESOLUTION 2018-13-3

Moved by: Director Daniel Keating

Seconded by: Director Corrina Collette

That the minutes of the February 15, 2019 Board Meeting be adopted.

-Carried (2018-13-3)

DELEGATION/PRESENTATIONS

Agricultural Symposium

Ryan Cullen presented information about the Agricultural Symposium.

MOTIONS

Elections Policy

RESOLUTION 2018-13-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That the Elections and Referendum Policy be adopted.

-CARRIED (2018-13-4)

Elections

RESOLUTION 2018-13-5

Moved by: Director Corrina Collette

Seconded by: Director Parastoo Sadeghein

That:

- (1) *Resolution 2018-S5-4 be rescinded:*
- (2) *the 2019 General Election takes place in accordance with the following dates, and that these dates shall supersede the dates as contained in the Elections and Referendum Policy:*

<i>Nominations period</i>	<i>March 6-14, 2019</i>
<i>All Candidates Meeting</i>	<i>March 15, 2019</i>
<i>Campaign period</i>	<i>March 18-28, 2019</i>
<i>In person voting</i>	<i>March 26-28, 2019</i>
- (3) *SimplyVoting shall be awarded the contract to provide balloting services the election;*
- (4) *Balloting shall take place online using the SimplyVoting interface, as long as a (1) instructions appears on the ballot how to complain about undue influence of candidates during the balloting process; (2) candidates shall be instructed that they will not be allowed around electors when voting.*

-CARRIED (2018-13-5)

REPORT OF THE ADMINISTRATOR OF THE OFFICE OF THE GENERAL MANAGER

The Administrator of the Office of the General Manager presented his report.

REPORTS OF COMMITTEES AND SENIOR MANAGERS

Student Choice Initiative

The Administrator of the Office of the General Manager gave a verbal update on the Student Choice Initiative.

AGM

The Administrator of the Office of the General Manager gave a verbal update on the AGM plans.

Statements and Questions by Members

Members presented statements and questions.

SUPPLEMENTAL AGENDA

RESOLUTION 2018-13-SU1

Moved by: Director Corrina Collette

Seconded by: Director Daniel Keating

That the Supplemental Agenda be dealt with at this time.

-CARRIED (2018-13-SU1)

Games at Whitby

The Administrator presented an update on video games which would be provided at Whitby in partnership with the College.

Centre for Collaborative Education

RESOLUTION 2018-13-SU2

Moved by: Director Daniel Keating

Seconded by: Director Corrina Collette

That the Board of Directors directs the Managing Directors to make a contribution towards the capital building costs of the Centre for Collaborative Education of not more than fifteen thousand dollars.

-CARRIED (2018-13-SU2)

CLOSED SESSION

RESOLUTION 2018-13-I1

Moved by: Director Corrina Collette

Seconded by: Director Daniel Keating

That the Board not proceed to a closed session for a matter that is subject to the solicitor client privilege regarding pending litigation.

-CARRIED (2018-13-I1)

RESOLUTION 2018-13-I2

Moved by: Director Corrina Collette

Seconded by: Director Daniel Keating

That the Board now resume meeting in open session.

-CARRIED (2018-13-I2)

ADJOURNMENT

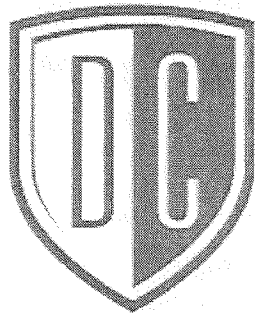
RESOLUTION 2018-13-6

Moved by: Director Daniel Keating

Seconded by: Director Corrina Collette

That this meeting do now adjourn to the call of the Chair.

-CARRIED (2018-13-6)



STUDENTS INC.

I certify that the Board of Directors of Durham College Students Inc. adopted the minutes of the Board of Directors held on:

April 9, 2019

at the Board of Directors meeting held on:

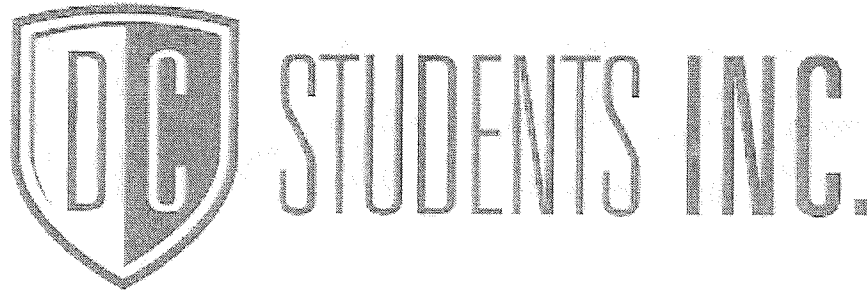
May 22, 2019

by resolution number:

2019-3-9

Dated at Oshawa, Ontario this 1st day of May, 2019.

Charles Wilson
Chairperson and Secretary of the Board



DURHAM COLLEGE STUDENTS INCORPORATED
BOARD OF DIRECTORS MEETING MINUTES
April 9, 2019

The Fourteenth Meeting of the Second Board of Directors of the Durham College Students Incorporated met on April 9, 2019 at 5:00 p.m.

Present: Chairperson Charles Wilson
Deputy Chairperson Director Andrew Nunez-Alvarez
Director Parastoo Sadeghein
Director Corrina Collette
Director Daniel Keating

Regrets: Director Ferwa Imam
Director Kathryn Fraser
Director Matthew Bryan

CALL TO ORDER

The Deputy Chairperson called the meeting to order at 5:08 p.m.

ADOPTION OF THE AGENDA

RESOLUTION 2018-14-1

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Agenda for the fourteenth meeting of the Board of Directors be adopted.

-CARRIED (2018-14-1)

DECLARATION OF CONFLICT OF INTEREST

Charles Wilson declared a conflict of interest on item 3 in the closed session. Corrina Collette was designated as Secretary of the Board for that matter.

MINUTES OF PREVIOUS MEETING

RESOLUTION 2018-14-2

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the minutes of the February 20, 2019 Board Meeting be adopted.

-CARRIED (2018-14-2)

DELEGATION/PRESENTATIONS

None

REPORT OF THE ADMINISTRATOR OF THE OFFICE OF THE GENERAL MANAGER

The Administrator presented his report.

MOTIONS

RESOLUTION 2018-14-3

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Board of Directors approve the following policy revisions:

- a) The Board Procedural Policy;*
- b) The Accessibility Policy;*
- c) The Accommodations Policy;*
- d) The Executive Remuneration Policy;*
- e) The Financial Administration Policy;*
- f) The Privacy Policy;*
- g) The Recruitment and Section Policy;*
- h) The Senior Management Policy;*
- i) the Sponsorship and Donations Policy; and*
- j) The Workplace Harassment and Discrimination Policy;*

And that these policies take effect on May 1, 2019.

-CARRIED (2018-14-3)

RESOLUTION 2018-14-4

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That By-law 1 be amended to have section 11.1 read as follows:

11.2 Term of Office. The Managing Director shall be from June to May 30, unless the Managing Director is removed by the Board, the Members at a Members' Meeting or is otherwise disqualified under these By-Laws

-CARRIED (2018-14-4)

RESOLUTION 2018-14-5

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That By-Law 1 be amended to have section 11.6 read as follows:

11.6 Remuneration.

(a) The Managing Director shall receive such compensation that shall be set by a resolution of the Board.

(b) The Managing Director shall not receive any monetary or in-kind benefits other than the annual salary referred to in Section 11.7(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.

-CARRIED (2018-14-5)

RESOLUTION 2018-14-6

Moved by: Director Parastoo Sadeghein

Seconded by: Director Daniel Keating

That By-Law 1 be amended to add section 17.11 read as follows:

17.11 Any change to the compensation for Board Members, Managing Directors and Chairperson shall take effect upon May 1 on the year following which it has been approved, unless such change is approved the membership at a membership meeting.

-CARRIED (2018-14-6)

RESOLUTION 2018-14-7

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the DCSI Proposed Ancillary Fees Structure for 2019-2020 be approved.

-CARRIED (2018-14-7)

RESOLUTION 2018-14-8

Moved by: Director Parastoo Sadeghein

Seconded by: Director Corrina Collette

That the Elections Report be received.

-CARRIED (2018-14-8)

CLOSED SESSION

RESOLUTION 2018-14-9

*Moved by: Director Parastoo Sadeghein
Seconded by: Director Corrina Collette*

That the Board of Directors now proceeds to a closed session to discuss (a) a matter of pending litigation which is subject to the solicitor-client privilege and (b) a human resource matter about identifiable individuals.

-CARRIED (2018-14-10)

RESOLUTION 2018-15-10

*Moved by: Director Parastoo Sadeghein
Seconded by: Director Daniel Keating*

That the Board of Directors resumes open session.

-CARRIED (2018-15-10)

STATEMENTS AND QUESTIONS BY MEMBERS

Statements and questions were asked by members.

ADJOURNMENT

RESOLUTION 2018-15-11

*Moved by: Director Parastoo Sadeghein
Seconded by: Director Daniel Keating*

That the Board Adjourns sine die.

PROROGATION

The Chairperson assumed the Chair and read the declaration of prorogation.

The Second Board of Directors of Durham College Students Incorporated stood prorogued.