

*The Board of Directors acknowledges and respects the Algonquin First Nation, on whose traditional territory the Carleton University Students' Association is located.*

**The 1st Meeting of the CUSA  
Board of Directors Monday, May  
16th, 2022 at 7:00pm  
Hybrid via Zoom and Havens**

Attendees:

- Director, Karl Alary
- Director, Kathryn Jajo-Yacoub
- Director, Simon Harris
- Director, Yohance Huggins-Charles
- Director, Sarah Zaitlin
- Director, Gray Simms
- Director, Jodi Matthews
- President, CEO & Director, Anastasia Stoikos-Lettieri. (acting chair)
- Vice President Finance / Secretary-Treasurer & Director (non-voting)

Regrets:

- None

Absent:

- Director, Saif Zaidan

Invited Advisors:

- Executive Director, Dustin Rivers
- Director of Student Development, Sam Kilgour

Agenda:

1. CALL TO ORDER

2. DECLARATION OF CONFLICT OF INTEREST

3. APPROVAL OF OPEN AGENDA

- *The agenda was circulated with the meeting material.*

4. SELECTION OF CHAIRPERSON

4.1. Question Period for Chairperson Candidates

4.2. Motion to select Chairperson

- *Written nominations were circulated in advance.*
- *Questions for each candidate were submitted in advance.*

5. SELECTION OF VICE-CHAIR

5.1. Question Period for Vice-Chair Candidates

5.2. Motion to select Vice-Chair

- *Written nominations were circulated in advance.*
- *Questions for each candidate were submitted in advance.*

6. MOTION TO STRIKE THE AGENDA SUBCOMMITTEE

6.1. MOTION TO FILL THE AGENDA SUBCOMMITTEE

- *The subcommittee shall consist of:*

- *The Director of Student Development, as chairperson/facilitator;*
- *The Chairperson of the CUSA Board;*
- *The Vice-Chairperson of the CUSA Board;*
  
- *The Executive Director (Principal Policy Advisor to the CUSA Board); and,*
- *The Executive Assistant (Recording-Secretary of the Board of Directors).*
- *Resource members as needed by the committee*

7. MOTION TO STRIKE THE FINANCE & GOVERNANCE

SUBCOMMITTEE 7.1. MOTION TO FILL THE

FINANCE & GOVERNANCE SUBCOMMITTEE • *The subcommittee shall consist of:*

- *Three Directors, voting*
  
- *Vice President Finance / Secretary-Treasurer (non-voting resource)*
- *Director of Finance (non-voting resource)*
- *Director of Student Student Development (non-voting resource)*
- *Executive Director (non-voting resource)*
- *President/CEO (non-voting resource)*

8. MOTION TO APPOINT A CHAIR TO THE FINANCE & GOVERNANCE SUBCOMMITTEE

9. MOTION TO STRIKE THE HUMAN RESOURCES

SUBCOMMITTEE 9.1. MOTION TO FILL THE

HUMAN RESOURCES SUBCOMMITTEE • *The subcommittee shall consist of:*

- *The Chair of the Board (Co-Chair/Facilitator), voting*
  
- *Two (2) CUSA Board directors, voting*
  
- *The CUSA President/CEO (Co-Chair/Facilitator), non-voting resource member*

- *The CUSA Executive Director, non-voting resource member*
  - *The CUSA Director of Human Resources, non-voting resource member*
10. NEW BUSINESS  
11. MOTION TO ADJOURN

**Minutes:**

- 1. Meeting commenced at 7:08pm EDT**
- 2. Declarations of conflict**
  - **None**
- 3. Approval of open agenda**

**Moved: Harris**

**Seconded: Simms**

**4. Selection of Chairperson**

**4.1. Question Period for Chairperson Candidates**

Question: What was your level of experience with the Not for Profit Corporations Act (2010)?

Director Huggins-Charles: not much experience

Director Simms: Last year as a CUSA Councillor and chair of constitution and policy committee. Reasonably familiar. Not only were we changing the structure, but we were also brining ByLaws up to date. Also familiar with the CPRC, Transparency policy in line with ONCA. I haven't read through the whole thing, but do have a copy as I was working with it last year as a CUSA Councillor.

Question: Have either of you had experience outside of CUSA working with a not-for-profit corporation.

Director Huggins-Charles: yes. Member of two NGOs that do advocacy, support, etc. for people with disabilities. I am also a member of the transparency institute, which is a

local chapter of the transparency institute, a global anti-corruption entity. I have dealt with the management of the organization, programming, stakeholder engagement, membership engagement, and things like that.

Director Simms: Outside of CUSA, served as first year representative of PAPMS. Prior, in high school, worked with local city council and other local associations. Not necessarily not-for-profit, but certainly local government changes.

Question: Over the past year, we've undergone a lot of change as an organization. As Chair, with more changes to come, how will you guide us through that.

Director Huggins-Charles: With NGOs and high school student government, I have participated in a lot of programs at a time of transition like what is going on with CUSA. I would say I build a lot of skills around adopting and having to build something new. I created a new student council not only by being there, but by being on the school management team. A group of individuals within the school to oversee the school, including the hiring of their own management team.

Director Simms: As a former councillor, I had a unique perspective on that. I saw presentations from democratic reform committee and contentious in-camera meetings. Coming into January, I sat on constitution and policy review committee. We rewrote some of those critical policies. So, looking forward, I've built skills this past. I have the experience to move forward because I know how far we've come.

Question: If the interest of the Corporation and the interest of the members were not aligned, what would you do as chair and as a director.

Director Huggins-Charles: Corporation must comply with the law and is above board. We create systems. I would consult with resource personnel, but my main interest would be on the interest of the corporation.

Director Simms: If the interest of the corporation is at odds with the members, then we have to take a look at that. Case-by-case situation. We serve for the long-term integrity. Of the corporation. We need to make decisions that hold for long-term. We need to work with CUSA Council to bring forward short term initiatives within the Boards scope of the long-term initiatives. Working with Board, Council, Executives, and fulltime staff, we can incorporate those interest, so they become part of our long-term goals.

No further questions.

Open of voting

Director M. Gray Simms elected CUSA Board Chair for 2022-2023 term.

Chair Simms takes over as presiding officer of the CUSA Board Meeting from Acting Chair Lettieri.

Remarks from Simms: Hope we can set a precedent of paying attention to what is going on at CUSA.

Remarks from President/CEO Stoikos-Lettieri: thanks to Director Huggins-Charles for putting your name forward.

## **5. Selection of Vice Chair**

### **5.1 Question Period for Vice-Chair Candidates**

Remarks from Director Harris: Open to questions, happy to elaborate on my letter.

Question: Can you elaborate on some of the experience you've had at Carleton or before that make you a good candidate for the Board?

Director Harris: Most direct experience was a student trustee association through a governance committee also not aligned with ONCA. My position was to create a code of conduct, human resources policy, reforming board government structure. Setting up a new structure for protecting documents and reviewing documents. At a very minimum, the work of then is directly applicable here. I've been in board meetings like this and have done cyclical reviews of policies and have gone through the motions that other superintendents and directors were bringing to the Board. Position on Dem Reform... adept at understanding CUSA's nitty gritty stuff and former work of Trustee Board. VPF finance of PAPM was agenda setting and ensuring student society is compliant with CUSA's expectations. Hope to transfer those experiences to us being compliant with the government's expectations of us.

Question: Why do you think you'd be a great candidate and what can you bring to the table as Vice Chair

Director Harris: Background over past few years has been in Board management and governance. I've vice chaired my cities transit commission. Going through agenda setting is in my forte. It is about leveraging what is there. Going into a new era of growing pains but seeing what is inevitably going to be some tension between the Board and council as a whole. Managing these governance tensions would be appropriate. I can already see some potential finance, legal, and governance issues coming to the forefront even within the next few meetings. Having that background would be a huge asset.

Director Harris recuses himself from vote.

### **5.2 Motion to select Vice Chair**

Vote will be by show of hands.

**Moved: Alary**

**Seconded: Stoikos-Lettieri**

**All in favour, none opposed.**

### **4.2. Motion to select Chairperson**

**Moved: Harris**

**Seconded: Jajo-Yacoub**

**All in favour, none opposed.**

### **6. Motion to strike the Agenda Subcommittee**

**Moved: Huggins-Charles Seconded: Harris**

**All in favour, none opposed.**

### **6.1 Motion to fill the Agenda Subcommittee**

**Moved: Stoikos-Lettieri Seconded: Jajo-Yacoub**

**All in favour, none opposed.**

## **7. Motion to strike the Finance & Governance Subcommittee**

**Moved: Mathews                      Seconded: Harris**

All in favour, none opposed.

### **7.1 Motion to fill the Finance & Governance Subcommittee**

**Moved: Simms                      Seconded: Zaitlin**

**All in favour, none opposed.**

Chair Simms: Nominations now in order for three directors to sit on Finance & Governance Subcommittee

Nominees:

- Director Huggins-Charles
- Director Alary
- Director Zaitlin

No discussion.

Directors Huggins-Charles, Alary, & Zaitlin unanimously appointed to Finance & Governance Subcommittee

### **7.1 Motion to fill Finance & Governance Subcommittee vacancies with Directors Huggins-Charles, Alary, & Zaitlin.**

**Moved: Stoikos-Lettieri    Seconded: Harris**

**All in favour, none opposed.**

## **8. Motion to appoint a chair to the Finance & Governance Subcommittee**

Vice President Finance / Secretary-Treasurer Paraskevolupos nominates themselves.

Director Huggins-Charles nominated by Director Harris

Statement from Vice President Finance / Secretary-Treasurer Paraskevopoulos: I am here, I do not vote, but I would like to direct some of the conversation around our finances. I think I would be a good fit for the position. I have had some experience with Gray on other committees. Sam has also been a great exemplar of how to chair. I think I know our finances pretty well.

Statement from Director Yohance: I have experience with NGOs and Finance. Like Gabe, I am here, and I want to contribute to this new body of CUSA, and I'm a strong believing in students and student services and support. I want to ensure that any CUSA that does services does them in the best way possible.

Question: For VP Paraskevopoulos, dealing with day-to-day, how will this help you.

VP Paraskevopoulos; Every day, I approve expenses coming through the finance office. I know the nitty-gritty. I want a hand in directing that more long-term objective of this body.

Question: For Gabe, I agree it would be great to direct the discussion. How will you remain impartial? Ultimately, you can have influence on the voting members. How will you chair in the most impartial way possible while being the executive in charge of finance?

VP Paraskevopoulos: I want to know if the stance I'm maintaining is informed... I have the more immediate knowledge of what is affecting our bank account day to day and ensuring I inform the committee.

Question: Gabe, what steps will you take to remain impartial?

VP Paraskevopoulos: I don't have a great answer prepared, but that would be my role. I would fulfill my role.

Question: Expand a bit more on your experience in finance? How many years have you been on finance committees or finance officers.

Director Huggins-Charles: Currently I'm the VPF of black students in public affairs. Being a member of national centre for people with disabilities. Sometimes when finances were being reported, there needed to be checks and balances in their bylaws,

so there were 6 months of ByLaw work to build the checks and balances. So, experience is entire university experience as well as 6 months prior.

Director Huggins-Charles recuses themselves from voting

Vote to be conducted by secret ballot.

Director Huggins-Charles is elected chair of the Finance & Governance Subcommittee.

**Motion to appoint Director Huggins-Charles Chair of the Finance & Governance Subcommittee**

**Moved: Simms**

**Seconded: Zaitlin**

**All in favour, none opposed. Director Huggins-Charles recused themselves.**

**9. Motion to Strike the Human Resources Subcommittee**

**Moved: Harris**

**Seconded: Jajo-Yacoub**

All in favour, none opposed.

**9.1 Motion to fill the Human Resources Committee**

Nominations in order to fill the vacancies.

Director Jajo-Yacoub Katherine & Director Harris both self-nominating

**Motion to fill the vacancies with Director Jajo-Yacoub & Director Harris**

**Moved: Stoikos-Lettieri    Seconded: Alary**

All in favour, none opposed. Director Harris and Director Jajo-Yacoub recuse themselves

**Motion to fill the Human Resources Subcommittee**

**Moved: Stoikos-Lettieri    Seconded: Huggins-Charles**

All in favour, none opposed. Director Jajo-Yacoub & Director Harris recuse themselves

## **10. New Business**

President Stoikos-Lettieri: Declaration to Chair of political involvement. Canvassing for the Conservative party in the ongoing provincial election and serving in an active role with Pierre Pollieve's Federal Conservative party leadership campaign. Additional political involvement includes being a member of the Napean EDA.

As we move into new business, President Stoikos-Lettieri says all items were passed along as early as possible, and regrets the number of items that require attention without much notice.

**Motion to permit items presented by President Stoikos-Lettieri, Vice President Finance / Secretary-Treasurer Paraskevopoulos, and Executive Director Dustin Rivers to be included in this agenda and meeting under new business.**

**Moved: Simms**

**Seconded: Stoikos-Lettieri**

**Motion passes unanimously.**

### **10.1 Report from Executive Director Dustin Rivers**

- joined CUSA amid election, was interesting. Commend you all on the work that went in to create the organization that we see today. Those not involved might be pleased to move forward in an accountable and transparent way.
- Also, in the process of negotiating fees and services agreement with the university. They once sued CUSA because CUSA refused to hand over audited financial statements.
- University does not provide CUSA with a membership list. Part 10 of ONCA relates to member records. They are keeping and forcing us out of compliance. We have gone through official channels to attain this membership list. We made an informal request, which they denied. We made a formal request in writing for \$5, which they denied. The university referred to sections 21 and 22 which deals with disclosure of personal information. We've engaged with the former commissioner of the province who is now a lawyer. They have made an invitation to talk to us regarding the request. We will bring David. If we do not

like what we hear, we will appeal. It is likely to be settled. If we end up in front of the Commissioner, there is a very high likelihood we would end up winning that case. It would be a landmark decision with many knock-on effects.

- Staffing: Director of Finance has resigned effective end of the week but will be staying on one day a week. Applicant pool for replacement is up to 20 applicants. Primarily promoting through LinkedIn, confident we will find someone. Also, in the process of terminating the employment of the Director of Human Resources. Taking a bit more of a humanitarian approach, we offered a mutual separation, rather than terminating for cause. She was only employed for six months, so there is limited liability to CUSA in that regard.
- CUSA has reformed and we have been transitioning, but our work has not stopped. Clubs have been reformed over the last year. Service centres continuing to operate. Food Bank at the Unified Support Centre has been very well served. We've exhausted our resources. University contributed \$10,000 to the food bank cause. Some other initiatives coming down the pike in the fundraising perspective. Commendations to the staff of the Unified Support Centre.
- Hatch: Small business incubator. We have formed a partnership with university Hub with their incubator. What was costing us \$44,000 is now going to be \$15,000. We've never had the financial capacity to turn \$10,000 into awards for the pitch night. How do you want to give away this \$10,000? This is an opportunity to financially support students. This could be an initiative that is turned over to council. Those are all of my major updates but open the floor to questions or comments.
- In the process of negotiating collective agreement with full-time staff Union CUPE 3011. I have found this to be a unique experience. CUPE is very experienced. We've been leveraging some of our resources for some insights.
- We have two agreements important to the organization. It looks as though things in the past were – people were taking advantage with you. Any time we've presented these documents to experts, they have been aghast. Sometimes it is hard to come back from such benefits being offered. Our goal is to have agreements that allow us to be autonomous. Our full-time staff are treated quite well. We want to make sure it is fair to the employer.

Director Alary: The funds available. It is the members money. Let's have council deal with it. Let's have council propose a plan and we can approve it.

Stoikos-Lettieri: Delegate to council for a proposal which we would then approve.

Alary: Yes.

**Motion to delegate a plan for \$10,000 to council to come to us with a proposal.**

**Moved: Alary**

**Seconded: Harris**

**Motion passes unanimously.**

### **10.2 Amendment from Vice President Internal Caratao.**

**Motion to amend the Hiring Policy**

**Be it resolved that Section 3 subsection h) of the Hiring Policy & Procedure read as follows:**

**h) clerk to council**

**i)The Hiring Panel for the Clerk to Council Shall consist of**

**(1) the same two CUSA Councillors appointed at the Annual General Meeting to**

**hire the Speaker**

**(2) Vice President Internal (non-voting, but votes in the case of a tie)**

**(3) The Director of Student Development**

Discussion surrounding if the VPI specifically should be on the panel, barred from the panel, or the collective executive may appoint an executive member to sit on the panel.

Support for the amendment as presented.

**Moved: Stoikos-Lettieri    Seconded: Alary**

**Motion passes unanimously.**

### **10.3 Notice of expenditure presented by VPF / Secretary-Treasurer**

Question from Simon Harris. Looked through minutes from Trustee Board.

I don't understand why we're spending another \$140 when the book (Abridged Roberts Rules of Order) can be pirated online. They're both fixed costs at the end of the day, but having sessions recorded may be a bit easier to manage. Especially for things like Board governance, where there is a lot of hands-on interaction, I've been a part of hands-on... sometimes it is better to actually see it live.

This \$140 increase is not justified.

President/CEO Stoikos-Lettieri: There will be times when an Executive team member feels very strongly about something.

Alary: Board does not need to go into this much detail.

Alary: Appreciate the openness & accountability. However, with such low expenses, this does not need to happen.

VPF/ST Paraskevopoulos: Piracy cannot happen here.

ED Rivers to Director Harris: You do raise a very good point from training. Here is a reference guide, plus there will be live training. Organizations that bother to train on Roberts rules tend to be more efficient.

#### **10.4 Board clarification or Executive responsibility for CUSA Businesses**

VPF/ST Paraskevopoulos presenting: Asking Board to make clear in VPF/ST terms of reference that the VPF/ST be the executive in charge of the businesses. Contract for VPF/ST and terms of reference do not include the word "business".

President/CEO Stoikos-Lettieri: some VPs with the end of slates are uncertain what their role is.

VPF/ST Paraskevopoulos: There has been some stepping on toes, specifically with businesses. Business Administrator posting says to assist VPF with businesses, but the VPF terms of reference don't even say that. Give the VPF/ST autonomy to work with business managers.

Director Zaitlin left meeting at 8:52 due to another meeting.

Chair Simms: where did these ByLaws come from?

Director of Student Development Kilgour (Invited Advisor): President/CEO and VPF/ST Terms of Reference were newly written by Lawyers, which maybe means less CUSA specific, but more expansive on obligations under the Act (2010). It. Is the purview of this Board to assign responsibility for the Businesses, just like they did with signing authorities.

Executive Director Rivers: Are the businesses in any job description?

VPF/ST Paraskevopoulos: Yes, VPSL, for events at the businesses, specifically.

Executive Director Rivers: That is very specific. In the terms of reference, it says you are financial responsibility for CUSA.

VPF/ST Paraskevopoulos: I don't just want custody of funds and signing checks. I want to be there at the forefront for the businesses. When we're making our goals, I want it to be clear this is my portfolio.

Executive Director Rivers: I think you already have the authority you are seeking.

President Stoikos-Lettieri: We want this codified and resolved.

Alary: Should be made clearer to follow custom. Should be made more explicit. Can we send this to Finance & Governance Subcommittee?

Chair Simms: My recommendation would be to send to committee and approve at the next meeting.

Alary: June is not far.

**10.4.1 Motion to refer the reviewal of the Secretary-Treasurer terms of reference to the Finance & Governance Subcommittee to return to the CUSA Board by the June 16<sup>th</sup> CUSA Board meeting.**

**Moved: Simms**

**Seconded: Alary**

Motion passes unanimously.

**10.4.2 Motion to temporarily direct the VPF/ST to temporarily include the day to day running of the businesses.**

Moved: Alary

Seconded: Stoikos-Lettieri

Motion passes unanimously.

Motion to go into closed session for legal matters

Moved: Stoikos-Lettieri    Seconded: Harris

Board moves to closed session

**10:05 Board returns to open session**

Director of Student Development to assist Chair Simms in finding date and time that works for everyone.

Simms: I want Roberts rules book.

President/CEO Stoikos-Lettieri: Davin ordered extra copies. We'll deal if we do not have enough.

Harris: Is there a place to work outside slack. A place to store files.

Executive Director Rivers: Folder in google drive and everyone gets shared in.

**11. Motion to adjourn**

Moved: Stoikos-Lettieri    Seconded: Harris