

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

**AGENDA & MINUTES for the  
2nd Meeting of the CUSA  
Board of Directors, Tuesday, May  
24th, 2022 at 6:30pm  
Online via Zoom**

## Agenda

1. Call to Order
2. In Camera Session
  
0. Motion to move to in-camera session.
  
0. Disclosure of Interest
1. Approval of the Agenda
  
2. Motion to Approve the Agenda as presented
  
  
0. Approval of Past Minutes
  
1. Motion to approve the Regular Board Meeting minutes from May 16, 2022
  
0. Presentations/Delegations
0. Directors Reports
  
1. Chair Simms: Discussion regarding the [CUSA Board Attendance Policy](#)
  
0. Staff Reports
0. Committee Reports
0. Introduction of Bylaws/Policy
0. Reconsideration of ByLaws/Policy
0. Announcements and Correspondence
0. New Business
0. Notice of Motion
0. Unfinished Business and Deferred/Tabled Items
  
1. Motion to Amend the *CUSA Committees Policy G-04*
  
0. Other Business
0. Question and Answer Period
0. Adjournment

Attendees:

- Director, Karl Alary
- Director, Simon Harris
- Director, Yohance Huggins-Charles
- Director, Sarah Zaitlin
- Director, Gray Simms (Chair)
- President, CEO & Director, Anastasia Stoikos-Lettieri
- Vice President Finance / Secretary-Treasurer & Director (non-voting)

Regrets:

- Director, Kathryn Jajo-Yacoub

Absent:

- Director, Saif Zaidan
- Director, Jodi Matthews

Invited Advisors:

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

## Minutes

### 1. Call to Order

Meeting is call to order at 6:30pm

### 2. In Camera Session

#### 1. Motion to move to in-camera session.

**Be it resolved** that pursuant to Section 6(e) (vi) of the CUSA Board Rules of Procedure, The Board move In-Camera.

President Letteri and VPF / ST Paraskevopoulos declared a conflict of Interest

**Moved: Simms**

**Seconded: Stoikos-Lettieri**

Discussion surrounding Conflicts of Interest and who should be present at the In-Camera session.

Board to be engaged on certain situations involving the entirety of the executive from the past few weeks.

Desire to help the group move forward collectively.

Caution about too many decisions being made without the executives

The directors will invite the executives back if the matter is deemed important to their job

**All in favour, none apposed.**

Director Harris joined the meeting at 7:02pm

**The Meeting exited Closed session and returned to open session at 7:29pm**

### 3. Disclosure of Interest

### 4. Approval of the Agenda

#### 1. Motion to Approve the Agenda as presented

**Motion unanimously approved**

## **5. Approval of Past Minutes**

- 1. Motion to approve the Regular Board Meeting minutes from May 16, 2022**

**Tabled**

## **6. Presentations/Delegations**

### **7. Directors Reports**

- 1. Chair Simms: Discussion regarding the [CUSA Board Attendance Policy](#)**

Chair Simms: Directors are allowed to miss up to three meetings in a year and then Directors can be dismissed. Please send regrets to me if you're going to miss a meeting. We're going to have to set a precedence for this, as people are going to miss meetings. We should not be in the business of the removing people from board meetings when they have reasons, and things happen.

Read the policy, send me a message if you're going to miss the meeting. We hope you can attend, and I think the Board will set a fairly good precedent of not removing people for foolish reasons. I will not start counting missed meetings until after this meeting. Now that we have had a discussion on this, let me know in the future. If it ever were to get to that point, we will have records and not be removing people from justifiably missed meetings.

### **8. Staff Reports**

### **9. Committee Reports**

### **10. Introduction of ByLaws/Policy**

### **11. Reconsideration of ByLaws/Policy**

### **12. Announcements and Correspondence**

### **13. New Business**

### **14. Notice of Motion**

### **15. Unfinished Business and Deferred/Tabled Items**

- 1. Motion to Amend the *CUSA Committees Policy G-04***

**Moved: Simms**

**Seconded: Harris**

Director Harris: I would say what we've put together is very tight. I hope this committee does not meet too frequently, given the guidance from Western. We tried to have the voting members be a 50:50 split between the Board and Council. We specifically included the Executive Director and Recording Secretary. Committee can call in expert witnesses, including Director of Student Development or Vice President Internal... other Vice Presidents, if the Board is getting too politicized and executives could speak to their portfolio. Resource members are intentionally fluid as we don't know exactly what is going to be brought up. Preferably, we get to a place where these meetings are just procedural.

Chair Simms: VPF, President, Speaker of Council are listed in ByLaw as the ones to decide jurisdictional issues. We have expanded that group. We need to add something to reference the Dispute in Interpretation Policy that refers corporate matters to that policy, unless there is a matter where it is unclear if something falls into the corporate issues. A clause could be added that this committee does not take precedence over the Dispute in Interpretation policy.

7:46pm: VPF/S-T Paraskevopoulos departs meeting

Director Huggins-Charles: How would something get to this committee?

Chair Simms: Something would have to be contested. One entity notifying the committee that they think the other has overstepped. An entity could say "We don't know if we have jurisdiction over this" and have the committee deal with it. The jurisdiction committee will only hear jurisdictional issues that are not covered by other entities.

"The ByLaws and Dispute in Interpretation Policy shall take paramountcy over this committee"

"If there is a conflict between a provision or regulation in this section and a regulation made under any other existing CUSA policy, namely the ByLaws and Dispute in Interpretation Policy the regulation under those sections prevail"

Director Huggins-Charles: did you want to include how items would end up at the committee?

Chair Simms: That is a good question. I suppose either the Board or Council would have to declare it once the opposite entity has passed something they believe should

be under their jurisdiction. We could also allow matters to be referred to the committee.

**Be it resolved** that the following Terms of Reference be inserted into the CUSA Committees Policy G-04 as Schedule I - Jurisdiction Issues Committee.

## **Schedule I - Jurisdiction Issues Committee                      G-04-I**

Jurisdictional Issues Committee	AUTHORIZED XX May 2022
	LAST AMENDED                      XX May 2022

### **PREAMBLE**

This is the mandate letter and terms of reference for the Jurisdictional Issues Committee. This Committee is tasked with reviewing any issues surrounding the jurisdiction of CUSA Council, Executive, and the Board and ensuring they are solved by a specialized committee with representatives from each body. This committee shall clarify, but not rewrite, policy gaps for the Corporation, and provide a report of their findings to all involved parties.

This Committee shall remain consistent to and compliant with the CUSA Committees policy G-04, and all other ByLaws and policies of the organization.

### **MANDATE**

**1** Per section 9.5 of the ByLaws, this committee shall inform the Secretary-Treasurer when jurisdictional issues arise and provide a recommended course of action. Following the recommendation of this Committee, all proper procedures shall be followed according to section 9 of the ByLaws to determine jurisdiction over policy.

*CUSA ByLaws s. 9.5*

**2** Provide a detailed report to all bodies involved in the jurisdictional dispute, and recommend a policy clarification to the body determined to have jurisdiction over the issue.

**3** The duties assigned as the result of this committee's recommendations must align with the initial intent of sections 9.3 and 9.4 of the CUSA ByLaws, and serve solely to clarify and enhance these sections.

*CUSA ByLaws s. 9.3, 9.4*

**4** Determine when the CUSA Board and the CUSA Council have sole authority over any matter or the ability to advise or direct either entity, the executive, or the full time staff.

**5** Recommend systems for CUSA Council and the CUSA Board to provide feedback, advice, and consent in the spirit of bicameral decision making to each other and to CUSA Executives and full time staff.

### **COMPOSITION**

**6** Per section 12 of the *Committees Policy*, this Committee shall have the following members:

a. Voting members:

.President & CEO, who shall chair the committee and shall only vote in the event of a tie;

i.Vice-President Finance / Secretary-Treasurer;

ii.Board Chair;

iii.Vice-Chair;

iv.Speaker of Council; and

v.Two (2) CUSA Councilors, selected by lottery from all applicants.

b. Non-voting members:

.CUSA Executive Director; and

i.Executive Assistant / Recording Secretary.

**7** Upon the committee's request, the Chair may call expert witnesses or resource members as required.

*Committees Policy (G-04) s.12*

### **MEETINGS**

**8** Per section 16 of the *Committees Policy, G-04*, this Committee shall meet not less than once per month, and more frequently as required.

**9** Per section 17 of the *Committees Policy, G-04*, this Committee shall be filled no later than the second regular meetings of both the Board and Council.

*Committees Policy (G-04) s.16*

### **PARAMOUNTCY**

**10** If there is a conflict between a provision in a regulation under this policy and any other CUSA policy, namely the CUSA By-Laws and the Dispute in Interpretation Policy (G-XX), the conflicting policy prevails.

**Motion carries unanimously.**

**16. Other Business**

**17. Question and Answer Period**

**18. Adjournment**

**Unanimous consent, meeting is adjourned at 7:58pm**