

Agenda #1: Corporate Meeting – CUSA Inc.
 Monday May 9th, 6pm
 Robertson Hall, Senate Room 608

1. Approval of Agenda
2. Approval of Past Minutes
3. Approval of Chair and Secretary
4. Motion to Appoint Trustees
5. Motion to Amend Paragraph 8 of the CUSA Corporate Bylaws
6. Motion for the continuity of the Corporations financial management
7. Motion for the review and amendment of Corporate Bylaws
8. Motion for the ratification of members of the Corporation
9. Business Arising
10. Adjournment

Position	Councillor	Proxy(print name)	Signature
President	Fahd Alhattab		
Vice President Finance	David Andrews		
Vice President Internal	Lauren Konarowski		
Vice President Student Issues	Alex Noguera		
Vice President Student Services	Frena Hailekiros		
Vice President Student Life	Zameer Masjedee		
Engineering and Design	Julia Dalphy		
	Sarah Garlough		
	Yannick Brisebois	Michael Aide	
	Ryan Herbrand	Erin Hemm	
Business	Victoria Lalande		
	Jennie Rankin	Isle Mendoza	
Public Affairs	Justin Bergamini		
	Julia Parsons		
	Liam Harrington		
	Maria Laura Cordoba		
	Cody Nicoll	Kimera Kiruluta	
	Abrar Rahman	Sabreen Al Awad	
PAPM	Jessica Beaudoin-Walker		
Science	Isabella Boushey		
	Austin De Ste Croix		
Journalism	Mona Mahmoud		
FASS	Laura-Kathleen Gifford		
	Lily Akagbosu		
	Charissa Feres		
	Hajer Furat		

	Christopher Del Pino		
	Oliver Nacey		
	Ruth Lau-MacDonald		
Computer Science	Nima Dadar		
Special Student	John Davids		
Humanities			
GSA	Debbie Owusu-Akyeeah	Shynise Parchment	
RRRA	Daniel Pollak		

Meeting called to order @ 6:11

1. Approval of Agenda

Moved: Mona Seconded: David

Motion Passed.

2. Approval of Past Minutes

Moved: Mona Seconded: Nima

Motion Passed.

3. Approval of Chair and Secretary

Moved: Frena Hailekiros Seconded: David Andrews

Ruth: Why isn't the chair of council not also the chair of the board?

Fahd: From past precedent, the president has always been an elected member, to uphold the integrity.

Justin: If the two of you took on that position, would there be any financial incentive?

Fahd: No, it is exactly the same. Simply your role on the corporation.

Justin: So if our chair were to take on this roll, he gets paid per meeting. So if we asked him to do this meeting would we be asking him to do this pro bono.

Fahd: Yes essentially.

Ruth: Are those internal minutes available?

Fahd: They will be as the documents are achieved.

Two Abstentions

Motioned Passed.

4. Motion to Appoint Trustees

Moved: Fahd Alhattab Seconded: Lauren Konarowski

Fahd: A good point to understand is that the trustees are appointed as a whole, and the positions within this are decided within the trustees. So the VP finance takes on the financial officer, the VPI as the Vice President, and the President as President.

Justin: It seems the separation you have there is a technicality. It seems that it is a given when we elect you that you would assume as the CEO, for efficiency and so that the separation wouldn't slow down things.

Fahd: You are correct. It is a requirement through legislation. It is a technicality. Students voted for Mr Andrews as Finance as he would be the CFO as well.

Julia: What exactly is a trustee?

Fahd: The corporation under the act is a single entity and acts as a person. Within the membership, trustees are the officers of the corporation that are given the powers to act as the corporation. You are trusting these people to act in the interest of the corporation. Anything binding for the corporation can only be signed by a trustee.

No Other questions

No Debate

Motion Passed

5. Motion to Amend Paragraph 8 of the CUSA Corporate Bylaws

Moved: Charissa Feres

Seconded: Ruth Lau-MacDonald

Charissa: The goal of this motion is to increase financial transparency to give oversight to council of the trustees. These points explain what council does as well as what we are responsible to. **Reads Motion**

Through these points there are 3 main points we can conclude.

1. the distinction as CUSA as a corp and association is a legal one, and not a real one. For example, councollors we recognize both the students of our association and we sit on the board of directors of the corp.
2. Council has the power to approve financial through the association, while the board of trustees has this over the Corp, but both these things impact student.
3. There is currently only insight over CUSA the association creating loopholes.

The main change is that all the financial affairs of the corporation would require a 2/3 majority in order to be allowed. Importantly, the board of trustees would still have authority over business transactions.

Fahd: As chair I am good with continuing to discuss this motion. Because this is a change to our bylaws it requires a ten day notice to councilors so they can discuss their contingencies.

Justin: I would like to commend them. I think that when it comes to changing our bylaws, some of us are quite new. Before we make any changes, I think we should put forward a committee. I am not ready to vote for something to change bylaws when I am not well versed. We can go through it and discuss and councilors can make informed decisions. I would motion this to go to a committee. I would like to put forward a motion for that.

Fahd: That will have to wait for after debate.

Questions

Julia: Would this be question to those who moved?

Lauren: Yes.

Austin: So you guys said at the end they would have to present at the end of meetings what their expenses were? Is this something that happened or something you would like to do?

Ruth: From what I can tell a lot of things happen verbally, because I cannot find some decisions in past minutes. This would allow for more collaboration between the board and trustees. The idea of having financial statements put forward so that anything outside can be approved.

Fahd: Committees for this exist. There is a process and a practice of presenting, but one thing Charissa made clear is this is of the association to show what has been spent and where we are currently.

Julia: If this were put to committee would this stall the transparency?

Charissa: We drafted this because we think this should happen sooner than later. Finances are really important and so is CUSA.

Julia: You believe that this shouldn't go to committee? Because its just bringing about transparency?

Ruth: There is a tremendous amount of power put in the hands of trustees. This might not be perfect but when we review our corporate bylaws its better than what we have.

Justin: With this motion, if a service centre needs a new computer or Roosters grill breaks down, does this mean that substantial purchases needs to go to council before they are approved?

Ruth: It would be outside anything that wasn't budgeted. Some of these things would be done as an emergency meeting, because that is what they are for. Computers are within a budget, we don't want this to interfere with a business or service centre, its above that.

Justin: Thank you

Oliver: I understand the logic of this, but it seems trivial to require a meeting for something so vital for the Corporation. I think this requires some amendment that enables small purchases not to come to a meeting. Money is power but time is important too. We might be questioning the people we have elected.

Justin: I second that.

Julia: More for you or David, how often do service centres or businesses go over funds?

Frena: The way it works is that if any service centre is going to spend over 100 dollars it needs to be preapproved. Every month Sophie gives us a budget of how much we have left and we work with the service centres to see how we are going to use it. It needs to be approved over 100. My job is to do that, Davids job is to do that. That's literally what I am doing on a day to day basis, this needs amendments. I don't spend money right away, I will be looking in storage and elsewhere. I am talking about their budgets to service centres constantly.

Fahd: The businesses for example last year, Ollies fridge wasn't working. Our Ollies manager has to source out 3 different fridges. There are processes and our managers work with the internal managers to make sure there is accountability. They are always sourced properly.

Julia: Wouldn't operating costs already be budgeted for?

Fahd: Some yes, some no. I think what is key to understand is that a budget is a guideline. It is important for us to have the discretion to go around the guideline to do what is best.

Justin: With the service centres and businesses, they have a budget outlined, and then over 100 dollar purchases have to be approved?

Fahd: For the business any purchase goes through myself and David. But we give over 100 dollar approvals. We don't want to get into micromanaging. Any larger scale items have to go through the managers up to the trustees as capital assests.

Ruth: Would council be open to moving to make amendments, a 10000 dollar cap? How does everyone feel about that?

Fahd: This would have to go to the corporation not council. There are processes for financial review, the committee, and they detail very much for all this.

Frena: This is me thinking as me as May 1st, Do you know what all this means? Or do you want to go through the motions and learn? At the beginning I was clueless last year. If councilors are 100 percent confident we can amend?

Fahd: Are there any other questions?

Oliver: Personally I think a lot of good things are here, but some things will need to be changed. The training next week will be very important. That being said we need to discuss. Would you two be open to that? This is a significant change.

Charissa: Would we be able to corporate bylaws at a council meeting.

Ruth: We would have to hold a CUSA Inc meeting to talk about it. We are approving minutes from January from this year, the corporation does not meet significantly.

Frena: After a CUSA Association meeting we can just move it ---

Ruth: I just said that.

Oliver: This bylaw ultimately is holding us more accountable to having more meetings to discuss CUSA Inc. I personally wouldn't be against this. We should have more CUSA Inc alongside council meetings.

Sarah: Since we all see to want this.. can we ask to have a CUSA Inc meeting after the first council meeting.

Lauren: Yes.

Fahd: At this point I will move to debate.

Lauren: I feel like we need to put this to committee.

Sarah: Just to clarify, I know this seems crazy, but sometimes councilors don't show up. Just because we want it to go to committee doesn't mean it will actually happen.

Ruth: I understand having a committee. We would have to wait to strike a committee. I think we could work together as a group to submit changes like a google doc. I would like to try that before sending it to a committee.

Fahd: With the budget not being approved until July 31st, nothing really matters until then.

Oliver: I don't believe what needs to happen is take this to committee, I think we can have a meeting at the first CUSA Inc.

Lily: Can Justin Repeat his motion.

Justin: To have a committee for financial transparency. If council doesn't think that's necessary, a CUSA Inc meeting could serve the same purpose. I have not been trained in this. If our cusa execs could come forward in various ways we could approve, I do not feel comfortable voting. I do not understand the internal workings of CUSA.

Fahd: What is your motion? Committees don't make decisions they make recommendations. They can motivate it and then the membership has to adopt it.

Justin: I still recommend that this goes to Committee. That Ruth and Charissa talk with David. Financial transparency is important but I would rather it come by collaboration.

Charissa: I just wanted to say that I would be open to having a CUSA Inc meeting after our first council meeting of the year. I don't feel like we should just strike a committee just for this motion. At the next CUSA meeting we can propose amendments on a price cap. Any amendments they can bring that forward. I would be against striking a committee. So I am motioning to table this to the next CUSA Inc meeting without any committee.

Justin: I should clarify that the committee would be for financial transparency and accountability as a whole. This is not all encompassing.

Ruth: That would be the financial review committee that happens on council. Within that committee it would be appropriate to discuss incorporation as well.

David: What you are saying that this financial review is too similar to the council one? Not to say that having both wouldn't add value.

Fahd: There was never quorum so there was never minutes. David is not the chair of that meeting. There is some overlap but I would encourage you to take it to that financial review committee and then bring it back to the corporation.

Sarah: Just to give an example, we passed a motion about elections. It was similar to this. It was sent to committee, 3 people showed up, and then at CUSA we essentially had a CUSA. We are currently in debate for this motion. I would like to move to a vote.

Mona seconds.

Sarah: Can I get clarification as to what this is ?

Fahd: Justin is motioning that this motion be put to the financial review committee, which will be struck at the next association meeting, and then they would meet in June, and then a CUSA Inc meeting could be called. Justin is saying to move this to the financial review committee.

Ruth: Can we call the question of tabling it?

Oliver: I motion to move Justins motion to the next Inc meeting.

Fahd: I will entertain this motion to table this motion.

Motion Passed.

Charissa to table the original motion to the next CUSA Inc meeting.

Motion Passed.

6. Motion for the continuity of the Corporations financial management

Moved: Ruth Lau- MacDonald Seconded:

Ruth: So this is something that I would like to bring to the members of the corporation.

- Reads motion –

Can I just move to table this?

Motion tabled to the next meeting.

7. Motion for the review and amendment of Corporate Bylaws

Moved: Ruth Lau-MacDonald Seconded: Charissa Feres

Ruth: I motion that we make a review committee for these bylaws since they haven't been updated since 1971.

Charissa: I motion to amend that this is a committee.

BE IT RESOLVED THAT: throughout the 2016-2017 term, Members of the Corporation strike a committee at the next CUSA Inc meeting to collaborate in amending the Corporation an ensuring CUSA Inc is in compliance with the Ontario Not-for-Profit Act.

Sarah; Didn't we think that we needed a lawyer to do this?

Fahd: We did, and the lawyer recommended until the non-profit act was passed. Regardless a lawyer will have to be consulted.

Mona: Motion to move to a vote.

1 Abstention.

Motion Passed, 1 abstention.

8. Motion for the ratification of members of the Corporation

Moved: Ruth Lau-MacDonald Seconded: Charissa Feres

Ruth: I motion to table this.

Frena Seconds.

Motion Passed.

9. Business Arising

Report from Fahd: CUSA Annual Report

Fahd: It is an annual report in regards to all the goals of the executive and businesses. Does not include the budget because of the audit. Does council want the chair to present the annual report? I will go with a simple majority.

Motion does not pass.

Going to table this fully to the first council meeting.

Please understand that council meetings will go long.

10. Adjournment

Motion for adjournment

Meeting concluded 7:30.

Motion to appoint the Chair and Secretary of CUSA Inc. Board of Directors for the 2015-2016 Fiscal Year

PRESENTATION SUMMARY:

Whereas CUSA needs to appoint a Chair and Secretary for the 2015-2016 fiscal year.

Whereas past precedent has been for these roles to be awarded to the President and the Vice President Internal Affairs respectively.

INFORMATION TRANSFER:

Be it resolved that the members of CUSA Inc. Board of Directors appoint the President of CUSA, Fahd Alhattab as Chair and the Vice President Internal Affairs, Lauren Konarowski as Secretary of the CUSA Inc. Board of Directors.

MOVED: Frena Hailekiros

SECONDED: David Andrews

Motion to appoint Trustees for the 2015-2016 Fiscal Year

PRESENTATION SUMMARY:

Whereas CUSA needs to appoint trustees for the 2015-2016 fiscal year.

INFORMATION TRANSFER:

Be it resolved that the members of CUSA Inc. appoint the following trustees;

- Fahd Alhattab
- David Andrews
- Lauren Konarowski

MOVED: Fahd Alhattab

SECONDED: Lauren Konarowski

**Motion to Amend Paragraph 8 of the Carleton University Students' Association (CUSA)
Corporate Bylaws in the interest of transparent and sound financial management.**

PRESENTATION SUMMARY:

WHEREAS Page 2 of the Letters Patent incorporating Carleton University Students' Association Inc., refers to shareholders and members of the Corporation, and Page 3 creates the Corporation for the objects of (a) acting as a representative for the students of Carleton University, and (d) developing and maintaining responsible student government.

WHEREAS Article II (Page 3) of the CUSA Constitution states "undergraduates are the owners of the association and the primary reason for our existence."

WHEREAS Article IV 1.0 f. (Page 5) of the CUSA Constitution states that "Organizations funded and administered by CUSA shall include but not be limited to; Service Centres, businesses, Clubs and Societies, publications office, CUSA Live."

WHEREAS Article IV 3.0 b. and f. (Page 5 and 6) of the CUSA Constitution states the Legislative Body (students' council) "Shall initiate, approve, or reject any of the Association's expenditures and entrepreneurial activities." and "Shall be the sole body with the power to ratify the budget. Students' Council may amend the budget at any time." respectively.

WHEREAS Bylaw IV (Finances and Fees) 1.1 d. (Page 7) of the CUSA Bylaws currently give the three members of the Board of Trustees the power to hold a referendum vote, from their numbers, in deciding fee adjustments related to the CUSA Health, Dental, and Accident Plan.

WHEREAS CUSA's Executive Terms of Reference Policy (Page 11), states that the CUSA VP Finance "Shall be responsible to Council for the disbursement of the Associations' monies in accordance with the budget ratified by Council and supervise the expenditures of the Association" (4) and "be responsible to Council for the presentation of regular financial statements and such other financial statements as may be requested by Council." (5)

INFORMATION TRANSFER:

BE IT RESOVED that Paragraph 8 (POWERS) of the CUSA Corporate Bylaws be amended to read:

"The Trustees of the Corporation will be entrusted with signing authority over the financial operations and management of the Corporation. The Trustees of the Corporation may administer the financial affairs of the corporation under the guidance of the 34 members of Carleton University Student Association's Council who also act as Directors of Carleton University Student Association Inc. Under the guidance of Council, and by 2/3 majority vote, Trustees of the Corporation may make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into. With the objectives outlined in the Letters Patent of the Corporation (March 17 1969), Trustees are, through Council, empowered to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and other property

moveable or immoveable, real or personal, or any right or interest therein owned by the Corporation or the Association. The administration of funds set out in the annual budget, as ratified by the 34 members of the Corporation, and specifically relating to CUSA service centres or businesses of the Corporation will not require the approval of students' council, unless the spending is not specified in the budget in which case it will require the approval of the 34 members of the Corporation by a 2/3 majority vote.”

MOVED: Charissa Feres

SECONDED: Ruth Lau McDonald

Motion for the continuity of the Corporations' in financial management

Presentation Summary:

WHEREAS the Trustees of the Corporation administer the affairs of the Corporation and, among other tasks, are responsible for signing authority related to payroll, reimbursement and general management of CUSA. (Paragraph 18, Corporate Bylaws)

WHEREAS members of the Corporation are those persons having been duly elected or appointed as voting members of the Students' Council (Paragraph 17, Corporate Bylaws).

WHEREAS the Bylaws of Carleton University Students' Association Bylaw I 2.1 states that "The term of office for all Councillors and members of the Executive shall begin on May 1 following the General Election and end on the following April 30."

WHEREAS motions made at the Annual General Meeting can be proactive and apply to an upcoming term. Example: *Be it resolved that the members of the Corporation ratify and approve the following members and Trustees for the 2017-2018 term, beginning on the 1st of May 2017.*

BE IT RESOLVED THAT paragraph 18 of the Corporate Bylaws be amended to include the following:

The Annual General Meeting of the Corporation will be held before the 30th of April each year to ensure continuity in the financial oversight and management of the Corporation.

MOVED BY: Ruth Lau-MacDonald

SECONDED BY:

Motion for the review and amendment of Corporate Bylaws

WHEREAS the success of the Corporation resides in the commitment of individual members to the goals and objectives of the Corporation as outlined in the Letters Patent.

WHEREAS members of the Corporation are representatives of their respective Constituencies and responsible for the enactment of policies, initiatives or projects that represent the interests of shareholders.

WHEREAS the members of the Corporation have a duty to ensure that the governing documents manage the operations of the corporation in a way that is beneficial to both the Corporations' members and its shareholders.

WHEREAS the Corporate Bylaws of CUSA INC have not been amended since 1971.

BE IT RESOLVED THAT throughout the 2016-2017 term, Members of the Corporation will collaborate to amend the Corporate Bylaws and ensure CUSA INC. is in compliance with the Ontario Not-for-Profit Act (2010).

MOVED BY: Ruth Lau-MacDonald

SECONDED BY: Charissa Feres

Motion for the ratification of the members of the Corporation

WHEREAS paragraph 17 of the Corporate Bylaws states that “The membership of the Corporation shall consist of the applicants for the incorporation of the Corporation and such other individuals as shall be admitted as members by the said applicants for the incorporation of the Corporation, such persons to admitted having been duly elected or appointed as voting members of the Students’ Council of Carleton University.”

WHEREAS the following incumbents were named in the election results announced by the Elections Office on April 5th, 2016.

WHEREAS Bylaw I of the Carleton University Students’ Association Bylaws outlines the composition of Council to include representatives of (g) the Graduate Students’ Association and (h) the residence students’ association

BE IT RESOLVED THAT the Carleton University Students’ Association INC. ratify and approve the following individuals as members of the Corporation for the 2016-2017 term:

Executive President: Fahd Alhattab

VP Finance: David Andrews

VP Internal: Lauren Konarowski

VP Student Services: Frena Hailekiros

VP Student Issues: Alexandra Noguera

VP Student Life: Zameer Masjedee

FASS (7): Lily Akagbosu Christopher Del Pino Charissa Feres Hajar Furat Laura-Kathleen Gifford Ruth Lau-MacDonald Oliver Nacey

Public Affairs (6): Justin Bergamini Julia Parsons Liam Harrington Maria Lavra Cordoba Abrar Rahman Cody Nicoll

Engineering (4): Julia Dalphy Sarah Garlough Yannick Brisbois Ryan Herbrand

Business (2): Victoria Lalande Jennifer Rankin

Science (2): Isabella Boushey Austin de Ste-Croix

Computer Science (1): Nima Dadar

PAPM (1): Jessica Beaudoin-Walker

Journalism (1): Mona Mahmoud

Special Student (1): John Davids (acclaimed)

Interim Chair: Shawn Humphreys

RRAA: Daniel Polak

GSA: Debbie Owusu-Akyeeah

MOVED BY: Ruth Lau-MacDonald

SECONDED BY: Charissa Feres