



Board of Directors Meeting Minutes – Nipissing University Student Union
Thursday, March 16, 2017 – 9:00 p.m. – F303, Nipissing University

Call to Order – Thursday, March 16, 2017

9:03 p.m. – Chairperson Jordan Andrews, President called the Board of Directors meeting to order.

1. Attendance

President:	Jordan Andrews	Present
Vice-President Governance & Legal Affairs:	Jordan Dempster	Present
Vice-President Finance:	Markus Hawco	Present
Vice-President Services:	Dave Ratcliffe	Present
Director at Large:	Alex Cadotte	Present
Director at Large:	Rebecca Dubeau	Present
Director at Large:	Cat Ridsdale	Present
Director at Large:	J'aime Brunet	Present
Director at Large:	Sydney Lamorea	Present
Director at Large:	Jordon Staroba	Present
Director at Large:	Jasmin Beal	Present
Director at Large:	Ray Mulville	Regrets
Director at Large:	Josh Loeffler	Regrets

CHAIR / SPEAKER: Jordan Andrews – NUSU President

RECORDED BY: Michelle Rae – Secretary to the Board (Jordan Dempster – Secretary for this meeting)

Chair said that quorum has been reached.

2. Adoption of Agenda

MOTION #96: DEMPSTER/RATCLIFFE

Be it resolved that the Board of Directors Meeting Agenda for February 9, 2017 be adopted as presented.

MOTION CARRIED

3. Adoption of Minutes

MOTION #97: RATCLIFFE/DEMPSTER

Be it resolved that the Board of Directors Meeting OPEN SESSION Minutes for February 9, 2017 be adopted as presented.

MOTION CARRIED

Business Arising from the Minutes

JA stipulated that there was discussion about a Board orientation in previous minutes. ANDREWS and DEMPSTER are starting to organize the Board of Directors orientation date, which is April 1st, 2017 from 11:00 a.m. to 3:00 p.m.. ANDREWS and DEMPSTER will be present along with new Executive members and the new Board of Director members. The orientation will outline the member's responsibilities and regulations. Marianne Berube will be guest speaker. She is the chair at the Board of Governors of Nipissing University. Special project discussion point of the building project, including the history of it and where it's hoping to go. It has not been confirmed as of yet, but Jen Gorman is hoping to be present to talk about the new legislation with regards to sexual health. Final Board meeting on April 20th. New Executives and Board Members are starting May 1, 2017.

ANDREWS discusses details about the building project. The March 17, 2017 deadline has been taken care off. Our main building project consultant has just partnered, and the business is now called Mitchell Jenson. The permit worries have been taken care off, permit has been approved. The building permit is good for at least one (1) year. It is still moving forward but this a nice window of time to continue the project without any worry of any revisions.

ANDREWS discusses the budget. We are continuing discussions with KPMG and the University, and the Trust find papers have been submitted to Ken PEAK. Great call with Canadore College and their student union, NUSU and the Nipissing University and all legal counsels and everyone signed the consent forms and all documents have been sent to the legal representations. All paperwork is being sent to Mr, PEAK, who makes the final seal of the documents. Once submitted and signed off, the trust fund money can be released. Timeline for the money to be deposited can be a lengthy process. Once all approved it could take between 60 to 120 days. Potentially having a release at the end of the summer, 2017.

Both University and KPMG seem unwilling to secure a contractor for the building project and go to tender, and KPMG unwilling to go to market for financing until we have the trust fund in hand or unless we can produce a document which guarantees the money will be available.

4. Executive Updates

a) **Report from the President**

MOTION #98: DEMPSTER/BRUNET

That the Report from the President dated March 16, 2017 be received.

MOTION CARRIED

See Attached (Appendix A)

b) Report from the Vice-President Governance and Legal Affairs

MOTION #99: LAMOREA/BRUNET

That the Report from the Vice-President of Governance and Legal Affairs dated March 16, 2017 be received.

MOTION CARRIED

See Attached (Appendix B)

c) Report from the Vice-President Communications

See Attached (Appendix C)

d) Report from the Vice-President Finance

MOTION #100: RATCLIFFE/BRUNET

That the Report from the Vice-President of Finance dated March 16, 2017 be received.

MOTION CARRIED

See Attached (Appendix D)

HAWCO adds that the report he submitted also has the Ancillary Fee report to review.

e) Report from the Vice-President Services

MOTION #101: HAWCO/DUBEAU

That the Report from the President dated March 16, 2017 be received.

MOTION CARRIED

See Attached (Appendix E)

5. Question Period

Brunet pointed out she may not be able to attend April 1st meeting.

HAWCO notes the building is upheld by the Trust fund essentially. Releasing funds is a lengthy process. KPMG has stated that NUSUs credit rating is not very good, and should we decide to go through with the project on our own, the percentage rate for the loan would be far greater. ANDREWS said it is not the University that is slowing us down.

6. Governance Committee Terms of Reference

Rationale: Governance is an important aspect of our organization. The By-laws, policies, and procedures are essential to our overall operation and functionality, and a committee shall be put in place in order to have a standing body that regulates the Governance of our organization by continuing to implement policy development and review, reviewing our By-laws, and other governance related tasks. Previously, NUSU has been using a policy focus group in order to create policies and procedures that would be beneficial for the organization. By having a Governance Committee created, this will bring forth a formalized group that is mandated to be responsible for the Governance of the organization.

MOTION#102: DEMPSTER/HAWCO

Be it resolved that the Board of Directors approve the Governance Committee Terms of Reference, and that the Governance Committee be effective immediately.

MOTION CARRIED

BRUNET asked about when people would be elected. DEMPSTER hopes to have new membership for the newly elected executive and board members.

7. KPMG Engagement Letter

HAWCO explained the last executive members signed an retainer with Laurie at KPMG to help with the student centre, helping with charity application, getting us reviews for best practice from other student unions. She has been the go-to person for anything financial. The retainer has run out as of this year. This letter is generated to provide her with the same funds to continue to use her services for the next executive team. The letter and how we have already used in her many capacities. We need to update the retainer in order for the new Board to use her since she has been very helpful.

DEMPSTER provides an update on the charity application. The application has been accepted, and is currently under review with the Ministry. The review could take approximately six (6) months.

MOTION#103: DEMPSTER/RATCLIFFE

Be it resolved that the Board of Directors accept the Letter of Engagement from KPMG in order to consult on the NUSU Student Centre Building Project to a maximum of \$10,000.00 to be expensed to the Student Centre Trust Fund.

MOTION CARRIED

8. Audit and Finance Committee Terms of Reference Amendment

HAWCO explained this motion is being presented as there was a slight oversight when previously drafting the original terms of reference. Simple adjustment of appointing a chair member as Ray has been chairing the last meetings to avoid any conflict, etc. There has to be a independent Board member according to the Bills.

DUBEAU asks about appointing a vice-chair. This decision happens at the committee level and not at this level of Board.

LAMOREA noted that the independent director should be as chair on the membership.

MOTION#104: DEMPSTER/RATCLIFFE

Whereas the Audit and Finance Committee is currently chaired by the NUSU Vice-President Finance and whereas Bill 198, also known as the Canadian Sarbanes-Oxley Act (2003) requires the chair of the Audit and Finance Committee to be an independent board member, be it resolved that section a) of the Audit and Finance Terms of Reference be amended to read:

“The committee shall appoint an independent director of the corporation as chairperson.”

CARRIED

9. Budget Proposals for 2017-2018

HAWCO presents the budget for 2017-2018. Requires the Board to go through the report, line for line to be thorough. HAWCO presents three budget proposals. The idea is to hopefully hire a CAO or a Director of Finance. They are relevantly the same salary. Hoping the CAO position can be filled by January 2018.

(See Appendix F for presentation).

Cooper ALLEN asked about if theoretically that CAO is compensated in budget if we don't hire. HAWCO notes it sits in the payroll account, by the end of the year it would be a surplus. Tyrel SOMERVILLE asked about boosting other salaries. HAWCO suggest that it would break the budget. If you declare a surplus, it would carry over. ANDREWS reminded that it should be cautioned just to have that amount sitting year to year as we are a not-for-profit organization.

BEAL asked about some of the budget lines and the new building (i.e. DJ). HAWCO responded with some areas of accounts, the amount can be re-adjusted when that time comes.

RATCLIFFE talked about the \$5,000 increase to the Shine budget, which wasn't shown in the proposal.

HAWCO notes that a lot of the operating budget can't be changed as they are the typical costs that it takes to run the company.

Tyrel SOMERVILLE asked about increases in ancillary fees and when the last time it has been changed. ANDREWS responded by stating he is unaware of when the last changes were made, and noted that at the beginning of any ancillary fee meeting, the typical statement made is they are not raising ancillary fees to students. NUSU is currently able to adjust fees but not raise. Tyrel SOMERVILLE asked about a CAO and if that's a legit reason to expand. ANDREWS notes the University will still want justification, but HAWCO clarified the CAO budget wouldn't be a new student fee.

ANDREWS cautioned about making sure we have good justification should there be a change in student fees.

HAWCO followed up with BEAL's comments about the cuts today for things that will require a budget increase in the future. The new student center will not be operational for a minimum of one (1) to three (3) years. NUSU can slowly rebuild the cuts made today.

ANDREWS read what MULVILLE sent in in terms of this conversation to provide his own opinion. ANDREWS read it out. Because Ray is one of the members on the audit and finance committee he wanted his opinion noted. (see Appendix G).

DUBEAU asked HAWCO to speak to what MULVILLE said. HAWCO notes the audit and finance committee reviewed the budget, when there is a \$5,000 decrease in the Frosh budget line, the committee attempted to find amounts that would equate that change. HAWCO has a fiduciary duty to provide a budget line that works, and both presented work. He further pointed that the proposed budget doesn't accommodate a third party Human Resource company that specializes in these type of hiring.

BEAL notes she feels in the future a CAO position is a good option for NUSU however, it shouldn't be considered for the next few years. It should be considered when the new building is in operational, the position would be more pertinent as there would be a reason for that position. However, the position should not be considered or begin the hiring process, until we are 6 months prior to opening the new building.

Tyrel SOMERVILLE talked about having a potential reserve to build up for this position down the road. Saving a little of each budget to assist in the cost of hiring a CAO. This could come with the investment that HAWCO will talk about later in the meeting. HAWCO Is being very impartial with this budget proposal.

LAMOREA pointed out a few discrepancies in all the budgets. She inquires about the reduction and if it is comparing today's budget to the proposed budget. She further notes the numbers for the DJ and safe ride home do not add up properly. HAWCO had a discussion individually to explain to her and answer her discrepancies.

Tyrel SOMERVILLE asks as there are three proposed budgets and all are suggesting a raise in the ancillary fees, DEMPSTER asks when the next meeting is for ancillary fees, ANDREWS answers the meeting is scheduled for March 28, 2017. HAWCO answers stating the ancillary fee increases were to avoid cutting costs. IF the Board were to accept the budgets as they are, they do not involve an ancillary fee increase, instead of the cuts being made which are reflected in the current budget. Should there be an increase in ancillary fees, the cuts in the budgets will not be necessary. Tyrel SOMERVILLE suggest to have a budget presented showing the budget difference should we be granted an ancillary fee increase. The Board discusses this would be difficult to make this budget with anticipation of an increase as it would be a negotiated amount which is undetermined at this time.

The Board asks to have a more formal discussion of the need and use of a CAO. DEMPSTER notes he would not be in favor of hiring a Director of Finance or a CAO, noting what MULVILLE and BEAL mentioned previously, DEMPSTER does not feel there is a need at the moment. Having a CAO will help with continuity year to year, however, it does not help with the overall operation of the company, all decisions still must go through the executive committee. Although the CAO is the person to address, should the executive team be unavailable, however, if we are cutting amounts from other departments, how will these departments function successfully with the cuts given. He further feels the salary could be more for a CAO, and there is nothing on the budget with regards to the hiring firm for the CAO would he

feels would be the most beneficial option as the current and future executive team will have no experience in hiring such a demanding position. DEMPSTER further feels it would be a position for future consideration.

BRUNET comments she feels that should students see cuts in specific areas and hiring of a new person for NUSU would not look good in the student's eyes while reviewing their costs involved with the ancillary fees.

MOTION #105: DEMPSTER/RATCLIFFE

Be it resolved that the proposed budget titled "Department Desired Budget Increases" be taken back to the Audit and Finance Committee for further development for recommendation at the April Board meeting.

CARRIED

Abstention: RIDSDALE, HAWCO

DEMPSTER wants to see more information about the HR firm costs, before cutting professional fees, etc. HAWCO pointed out that the idea of Trendkite is also not set in stone.

DEMPSTER thanked HAWCO for this presentation, and the amount of work dedicated to this presentation.

DUBEAU use the budget as bench mark for future discussions about hiring an Executive Staff member (CAO or Director of Finance).

10. Proposal for Investment

HAWCO explained his proposal. See Appendix H.

MOTION #106: HAWCO/RATCLIFFE

Be it resolved that allocated unused funds in the settlement, contingency and professional services budget line be put into an investment fund held by CIBC or an approved financial advisor to increase our reserve to be used at the discretion of the Board.

DUBEAU would like some clarification about using this money for summer activities and other initiatives. HAWCO explains that as of May 1, should NUSU require to buy Frosh kit expenses, this money could be used.

DEMPSTER asks if this is common practice of a business, HAWCO mentions having a reserve is common practice. DEMPSTER further asks if this method being proposed has been reviewed by CIBC or a financial consultant to ensure it is a correct practice. HAWCO replies that CIBC is aware of this proposal. DEMPSTER shows concern over implementing a method which may not be the best method to use. DEMPSTER would like confirmation from the banks to feel more comfortable with the decision. HAWCO replies that even if NUSU decides not to invest the money, the money would still be placed into a separate account to allow it to accumulate.

Cooper ALLEN asked about the ramifications of money is taken out that account (i.e. taxation). HAWCO explained it matters what kind of investment is being used, as each one would have limitations. The hope is to have an account which is easily liquid able, allowing NUSU to access the amount at any time. Cooper ALLEN added that it would be better if the Board was presented with the different options of investment fund.

MOTION #107: DEMPSTER/RATCLIFFE

Be it resolved that we table that aforementioned motion in point 11 of the agenda to be discussed and decided for the April meeting with the understanding that more concrete investment options will be presented.

CARRIED

11. Other Business

NUSU Cares Committee

BEAL provides an update. Wellness week went really well. BEAL and Tyrel SOMERVILLE are doing interviews next week for student to helps out the NUSU cares (non-voting) for next year. Ideally would prefer six (6) non-voting members. Hopes to mention and promote NUSU cares at the frosh week to get potential interest from the new students. Hoping to open it up again in the January intake and again in March 2018. The meeting for NUSU cares this week will be to discuss the wellness week events, and what to change if anything for next year.

Audit and Finance Committee

HAWCO notes one of the members for this committee has not been to any meetings. STAROBA hasn't showed up to any meetings. HAWCO asks if he can ask at the Board level to remove him from the committee. All documents and discussions have been sent to STAROBA, with no reply. The chair of such committee shall follow up with STAROBA about attendance and ask for his resignation should he show no interest in being present.

Ancillary Fees Committee

The committee has had two meetings thus far which include the University. Final is on March 28, 2017 on final fees and votes for next year. HAWCO stipulated what was in his report to explain what is being proposed to this committee for ancillary fees.

Town Hall

ANDREWS reminds the Board of the Town Hall scheduled for March 22, 2017, and encourages all to be present for this event. The event begins at 5:00 p.m. Executive committee is giving the opportunity for students to meet the new executives, what worked this year, what didn't, where they would like NUSU to go in the future. Provide new photo renderings and updates on the building project. Hoping to have aluminum mounted photos available for students to view for the Town Hall.

Board of Directors Orientation

Occurring on April 1, 2017. Asking all members to be present for this event. Will notify the new Director elects, so they are present, as it is mandatory for them.

Bus Stop Committee

LAMOREA provides update in regards to correspondence between the City and herself. She has further met with Casey and members of SDS in regards to renewing the contract for the bus passes. LAMOREA had been invited to sit into the meeting with regards to bus passes.

12. Adjournment

MOTION #108: RATCLIFFE/BEAL

Be it resolved that the Board of Directors meeting adjourn.

MOTION CARRIED

11:27p.m. – Meeting adjourned.

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JORDAN ANDREWS, CHAIR

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MICHELLE RAE, SECRETARY