

Students Nova Scotia		Board of Directors		students 
		<i>Meeting Minutes</i>		
Meeting Name:	Board Meeting			
Meeting Date:	April 28, 2015			
Meeting Time:	10:00 A.M.			
Venue:	Conference Call	City:	StFX Bloomfield Centre, Antigonish	
Attendees				
Primary and Secondary Delegates:	Callie Lathem (Vice President University Affairs/ASU-partial), Liam Murphy (ASU-Partial) Brandon Ellis (Vice President Administration/CBUSU), Scott Byrne (VP College Affairs/Kingstec NSCCSA), Alexander Elderkin (Kingstec NSCCSA), Benjamin Gunn-Doerge (partial/StFXSU), (Annapolis Valley NSCCSA), Hamid Dhaduk (SMUSA), Sarah Hines (partial/(CBUSU)			
Other attendees:	Kayti Baur (Equity Officer)			
Absent:	Katie Flynn (ASTSU), Alicia Cox (ASTSU), Alicia Silliker (VP University Affairs/StFXSU), Liam Shannon (CBUSU), Brandon Hamilton (President/StFXSU), Amali Armony (SMUSA), Troy Mrazek (StFXSU), Evan Fairn (Kingstec NSCCSA), Brandi Gilligan (Kingstec NSCCSA)			
Quorum (50% of Members represented?): YES				

- Call to Order (0:00 on recording)
- Roll Call (0:15 on recording)
- Approval of Agenda (0:50 on recording)
 - Amendment – On decision item number 11, change to accept the report and hand it off to the next board.

Motion to approve the agenda

Approved by unanimous consent

- Approval of the Minutes (2:00 on recording)
 - March 14, 2015
 - March 27, 2015

Motion to approve March 14 and March 27, 2015 minutes

Moved by Kingstec

Seconded by SMUSA

Approved by unanimous consent

DISCUSSION & APPROVAL

1. Membership of the Annapolis Valley NSCC Student Association for 2015-16 (2:26 on recording)

Overview: On April 7, the Annapolis Valley NSCC Student Association passed a motion at Middleton Campus to join StudentsNS as a full member. To be confirmed, their membership requires approval from the Board of Directors.

Decision items: Whether to admit the Annapolis Valley NSCC Student Association as a full member in StudentsNS effective May 1.

Attachments: None.

Motion to admit Annapolis Valley NSCC Student Association as a full member in StudentsNS effective May 1.

Moved by Kingstec NSCCSA

Seconded by SMUSA

Approved by unanimous consent

2. Amendments to the Bylaws (5:00 on recording)

Overview: The Bylaws represent the most fundamental internal governance document of Students Nova Scotia and are registered with the Registry of Joint Stocks as a result of their legal implications. Following discussion in March, the President Brandon Hamilton provided notice to the Board of Directors of a Special Resolution to amend the Students Nova Scotia bylaws. The proposed amendments would make multiple changes, including: (1) give StudentsNS a voting structure weighted by enrolment but maintain the basic principle of Balanced Representation by limiting the voting weight that can be exercised by a single member and granting a minimum voting weight to all members irrespective of their size; (2) allow votes to be proxied on a short- and long-term basis through a transparent mechanism and while limiting the voting weight exercised by a single member; (3) renaming the President as the Chair; (4) renaming the VP Administration as the Treasurer; (5) renaming the VP College Affairs as Director of College Affairs; (6) renaming the VP University Affairs as Director of University Affairs; (7) create a formal Recording Secretary position to be responsible for minutes and other record-keeping; (8) adjust quorum to accommodate the new voting weights.

Decision items: Whether to approve the proposed bylaw changes as a Special Resolution (requires 75% support)

Attachments: Bylaws with amendments in Track Changes.

Motion to approve the proposed bylaw changes as a Special Resolution

Moved by SMUSA

Seconded by ASU

Motion to allow votes to be proxied on a short-term basis through a transparent mechanism and while limiting the voting weight exercised by a single member

Moved by SMUSA

Seconded by ASU

Approved by unanimous consent

Motion to accept name changes for President to chair, VP to Treasurer, VP College Affairs to Director of College Affairs, VP University Affairs to Director of University Affairs

Moved by SMUSA

Seconded by ASU

Approved by unanimous consent

Motion to create a formal Recording Secretary position to be responsible for minutes and other record-keeping

Moved by SMUSA

Seconded by ASU

Approved by unanimous consent

Motion to adjust quorum to accommodate the new voting weights

Moved by SMUSA

Seconded by ASU

Approved by unanimous consent

3. Amendments to Vision, Values, Mission, Principles (45:00)

Overview: The proposed amendments would adjust the Principle of Balanced Representation to reflect the changes in StudentsNS' voting structure, but also to clarify that StudentsNS values all members equally, irrespective of their enrolment (as discussed at the Board in March).

Decision items: Whether to approve the proposed amendment to the Vision, Values, Mission, Principles.

Attachments: Vision, Values, Mission, Principles with amendments in Track Changes.

Motion approve the proposed amendment to the Vision, Values, Mission, Principles

Moved by SMUSA

Seconded by ASU

Approved by unanimous consent

4. Governing Policy Amendments (47:40 on recording and 37:00 on recording 2)

Overview: The Governing Policies regulate the operations of the Board of Directors and the organization more generally. With respect to voting, the proposed changes would clarify that the Board will seek consensus, first asking whether motions have unanimous support before, if unanimity is not indicated, entering into discussions that would precede a vote. The Board

Meeting Agenda clauses will simply formalize the process for determining board meeting agendas, and adjust these slightly by shifting Reports of the Officers and the Executive Director to the beginning of meetings. For travel costs, it has been suggested that StudentsNS develop a travel fund that members may choose to opt in to and have their costs of participation in board meetings covered. The Officers appointment clause would suggest officers be appointed in advance of the Annual General Meeting and then be ratified at the AGM. An adjustment to the legal solidarity clause would indicate that the clause's application would be subject to financial constraints. One amendment would extend the validity period for position papers from three years to five, removing the necessity for StudentsNS to renew its policies on funding and accountability, funding and fees, and international students in 2015-16. Finally, proposed Clause 96 would require that Member council chairs be informed of votes on approved position papers.

Decision items: Whether to approve the proposed Governing Policies amendments indicated in track changes in the attached document.

Attachments: Governing Policies with proposed amendments in track changes.

Possible Preparation Questions:

- Can we afford to establish the travel fund given StudentsNS' current financial difficulties?
- Would the Board be comfortable extending the period of application of position papers from three years to five, given that otherwise StudentsNS staff may have to dedicate significant time to position paper renewal in 2015-16?

Motion to approve the proposed Governing Policies amendments indicated in track changes in the attached document.

Moved by ASU

Seconded by Kingstec NSCCSA

Approved by unanimous consent

5. Board-Executive Director Relationship Policies Amendment (1:11:33 on recording)

Overview: The only proposed amendment is to strike the requirement for the Executive Director to deliver a quarterly report in July, given that this is the approximate time of the Annual General Meeting takes place in which an Annual Report is delivered by the President, and the Executive Director has no current Annual Plan to report on as of July.

Decision items: Whether to approve the proposed Board-Executive Director Relationship Policies amendment indicated in track changes in the attached document.

Attachments: Board-Executive Director Relationship Policies with proposed amendment in track changes.

Motion to approve the proposed Board-Executive Director Relationship Policies amendment indicated in track changes in the attached document

Moved by SMUSA

Seconded by Kingstec NSCCSA

Approved by unanimous consent

6. Hiring of new Executive Director (1:12:50 on recording)

Overview: Kayti Baur has declined the offer of the Executive Director position within Students Nova Scotia. Therefore, StudentsNS must consider alternative arrangements for the Executive Director position. Out-going Executive Director Jonathan Williams has approached Kyle Power (ANSSA/StudentsNS Chair 2011-2013 and Board Member 2010-2013) about filling the role on a part-time basis until the end of August. Otherwise, the President is considered the de facto replacement where the Executive Director position becomes vacant. StudentsNS would need to initiate a call for applications for the Executive Director position immediately if the Board is looking to hire Kyle. Subsequent to previous discussions at the Board, StudentsNS has received a credit for the cost of posting the position on Charity Village for the earlier unsuccessful search. It may be possible to hire the new Executive Director using Graduate to Opportunities funding, reducing the cost by 50%.
Decision items: (1) Whether to appoint Kyle Power as interim Executive Director on a part-time hourly basis until August 31 effectively immediately and (2) whether to launch the hiring process afresh for the new Executive Director with an aim towards them beginning their role on August 1.

Attachments: Executive Director job description, previous hiring plan. Expected compensation for Kyle Power indicated in the Budget spreadsheet.

Motion to appoint Kyle Power as interim Executive Director on a part-time hourly basis until August 31 effectively immediately and (2) whether to launch the hiring process afresh for the new Executive Director with an aim towards them beginning their role on August 1.

Moved by ASU

Seconded by SMUSA

Approved by unanimous consent

7. Quarterly Financial Report

Overview: The Governing Policies require that the Vice President Administration prepare a quarterly financial update for the Board of Directors at the beginning of October. The report has been prepared and indicates that StudentsNS is projected to complete the year with a substantial surplus. Significant recent expenditures are noted in the report.
Decision items: Whether to amend and/or approve the Quarterly Financial Report, which will be published to the StudentsNS website.

Attachments: Draft Quarterly Financial Report – April.

Motion to table Quarterly Financial Report

Moved by ASU

Seconded by SMUSA

Approved by unanimous consent

8. Office Space Changes (0:00 recording 2)

Overview: The Hub is closing the week of April 27. StudentsNS staff have begun the process of shifting our office to SMUSA, which has graciously agreed to provide office space moving forward, subject to availability.

Decision items: Information item.

Attachments: None.

9. 2015-16 Budget Discussion (1:00 on recording 2)

Overview: The attached budget was prepared by the out-going Executive Director. It projects funds additional to member fees of \$5000 from the ASU and SMUSA, \$4900 from StFXSU, \$2500 from CBUSU and \$1359.83 (27%) from Kingstec NSCCSA, as well as \$6,000 in carry-over from 2014-15. Significant expenses include an Equity and Engagement Officer, a full-time Executive Director starting August 1, a part-time interim Executive Director working 15 hours per week through the summer, maintaining the Director of Research on staff at least until the end of August with health/dental covered for the full year, modest funding for social media support, and 50% of the cost of the Director of Research's cell phone for their time of employment.

Decision items: Whether to amend and/or approve the proposed 2015-16 Budget.

Attachments: Proposed 2015-16 Budget spreadsheet in excel.

Motion to accept 2015-2016 budget as proposed

ASTSU: Not present

ASU: In favour

CBUSU: In favour

Kingstec NSCCSA: In favour

STFXSU: Not present

SMUSA: In favour

Approved by unanimous consent

10. Quarterly Report from the Executive Director. (48:20 on recording 2)

Overview: The Board-Executive Director Relationship Policies require that the Executive Director prepare a Quarterly Report to the Board on the organization's progress today relative to the goals and activities identified in the Annual Plan. The most recent update notes the government's decision to deregulate tuition for university students and introduce accountability and financial transparency requirements for universities. In terms of activities, there are a number of areas where StudentsNS is falling short on the year but that could still be addressed, some of which are on the agenda for this meeting.

Decision items: Whether to amend and/or approve the Executive Director's Quarterly Report, which will be published to the StudentsNS website in whole or in part.

Attachments: Draft Quarterly Report with possible priorities for attention before the Annual General Meeting in **BOLD**.

Motion to approve Executive Director's Quarterly Report

Moved by ASU

Seconded by SMUSA

Approved by unanimous consent

11. Student Survey Project (1:02 on recording 2)

Overview: Following discussion at the Board of Directors, StudentsNS staff have considered different options for a student survey to be recommended for development and/or implementation in 2015-16. Staff are advising against pursuing a research-oriented survey of the type implemented by OUSA, due to both resource constraints as well as questionable research value, or opinion-based surveys such as those implemented by CASA or the CFS for the same reason. Instead, staff are proposing that StudentsNS could develop an ownership survey on behalf of the members, pursuant to recommendations in the Independent Governance Review, to assist members in measuring students' concerns and priorities so as to provide better representation.

Decision items: Whether to recommend implementation of a student survey in 2015-16 and with what objectives and design in mind.

Attachments: Survey briefing note.

Motion to accept the report and defer to the next board for decision

Moved by SMUSA

Seconded by Kingstec NSCCSA

Approved by unanimous consent

12. 2015-16 Board Orientation (1:07 on recording 2)

Overview: The Annual Plan requires that that Board of Directors approve a new orientation process for Board Members for 2015-16, and measure whether the Board feels ownership over this process. Attached is an initial design for the Board Education Retreat and the LeaderLab put together by StudentsNS Staff.

Decision items: (1) Suggestions for improving the board orientation process in 2015-16, (2) whether to amend and approve the proposed board orientation processes for 2015-16 and (3) whether to collect a secret ballot to measure board members' feelings of ownership over this process.

Attachments: Board and Member Orientation Briefing Note

Motion to improve or approve the board orientation process in 2015-16

Moved by SMUSA

Seconded by ASU

Approved by unanimous consent

Motion to approve suggestions for improving board orientation process for 2015-16

Approved by unanimous consent

13. Student-Government Roundtable (1:20 on recording 2)

Overview: The next Student-Government Roundtable will be in Halifax on May 12 at 12:30 PM. StudentsNS has been invited to identify topics of discussion for the roundtable.

Suggested items could include the government's plan for tuition deregulation and proposed accountability requirements. Ideally only 1-3 items should be identified.

Decision items: Items for the agenda of the next student-government roundtable.

Attachments: Board briefing note from in advance of the previous roundtable.

REPORTS

Reports of the Officers (1:30 on recording 2)

- President
- Vice President Administration

Reports of the Staff (1:31 on recording 2)

- Executive Director

Reports of the Members (1:31 on recording 2)

- ASTSU
- ASU
- CBUSU
- Kingstec NSCCSA
- SFXUSU
- SMUSA

OTHER BUSINESS (1:41 on recording 2)

- **Invite Facebook friends to *like* StudentsNS on Facebook!!**
- If applicable, *follow* StudentsNS on Twitter
- Respond to Board of Directors survey as soon as possible

ADJOURNMENT