

MINUTES - draft

Douglas Students' Union Annual General Meeting
Thursday January 25, 2018 • Douglas College, Room N4650, New Westminster Campus

14:38 The meeting was called to order by Students' Union Chairperson Tanysha Klassen.

Directors Present

Director of Finance	Aran Armutlu
Director of Campus Life	Paul Wittayaworapat
Director of External Relations	Tanysha Klassen
Coquitlam Campus Director	Francis Ataiza
Director of College Relations	Prabhjot Hundal
Director at Large	McKenzie Hutchison
Director at Large	Chandrang Makwana
Director at Large	Klyde Ouano
Women's Representative	Telka Pesklevits
Aboriginal Representative	Sahara Tom

General Members Present

Appendix 1 is a listing of all members who signed into the meeting. There were a total of 119 member present, inclusive of directors listed above.

Students' Union Staff Present (non-members)

Campus Life Coordinator	Deepa Singh
College Relations and Membership Outreach Coordinator	Tracy Ho
Coquitlam Organizer	Delaney Sullivan
Executive Director	Steven Beasley
Finance and Services Coordinator	Roxana Matasa
Office Coordinator	Ashley Gordon

Others Present

BCFS Chairperson/General Member	Simka Marshall
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Guests Present (non-members)

Director of Students Services, Douglas College	Duane Seibel
Associate Vice President, Academic and Student Affairs, Douglas College	Sarah Dench
Partner, Tompkins, Wozny LLP	Erik Allas

Klassen acknowledged that quorum was present.

1. RATIFICATION OF MEETING CHAIRPERSON

AGM-2018:01 MOTION

Hundal/Makwana

Be it resolved that British Columbia Federation of Students Chairperson and Students' Union general member Simka Marshall be ratified as the meeting chair.

CARRIED

2. ADOPTION OF THE AGENDA AND REVIEW OF MEMBERSHIP

AGM-2018:02 MOTION

Pesklevits/Hundal

Be it resolved that the agenda be adopted as presented.

CARRIED

3. ACKNOWLEDGEMENT OF TERRITORY

Marshall acknowledged the traditional territory of the Coast Salish peoples.

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4. ADOPTION OF THE 2017 AGM MINUTES

AGM-2018:03 MOTION

Hutchison/Gamayo

Be it resolved that the minutes from the 2017 AGM be adopted as presented.

CARRIED

5. CONSIDERATION OF BYLAW AMENDMENTS

Director of Finance Aran Armutlu, Executive Director Steven Beasley and Director of External Relations Tanysha Klassen made a short presentation on the proposed bylaw amendments and collective purposes served by updating the bylaws.

Marshall announced that each resolution required 2/3 majority support and would only be deemed passed if that threshold was met.

5.1 Proposal to Amend Bylaw III

AGM-2018:04 MOTION

Bardouniotis/Ataiza

Whereas the current Performing Arts Fee and Fund are designed to support student initiatives in the performing arts, and do not allow for grants to other student initiatives;

Whereas all students pay into the Performing Arts Fund, and not only those students in arts programs;

Whereas in the past two years less than 5% of the funds have been accessed and most go unspent;

Whereas redefining the Fund as a general student grant fund would enable the Students' Union to provide grants for a range of student activities and initiatives, including those in performing arts;

Whereas redefining the Fund would enable the Students' Union to ensure that more of students funds were spent on students, and less go to the Students' Union's retained earnings;

Whereas the Health and Dental Fund has now accumulated sufficient reserves to cover nearly one year of premiums and as such provides a contingency against an interruption in revenue or abrupt change in costs;

Whereas placing a cap on the amount of funds retained for the Health and Dental Fund enables the Students' Union to use its retained earnings for other purposes, including capital projects;

Whereas the Students' Union has already taken steps to reduce the annual surplus associated with the Health and Dental Fund by increasing benefits;

Whereas placing a cap on the Health and Dental Fund makes its management congruent with the other two such funds operated by the Students' Union;

Whereas nothing in this bylaw amendment increases the amount of fees paid by students to the Students' Union: therefore

Be it resolved that Bylaw III, Article 2, clause d) be amended to read as follows:

"d. a Student Grant fee of not less than \$1.17 per student per semester."

Be it further resolved that Bylaw III, Article 7 be amended to read as follows:

"7. Funds

Should the Student Grant Fund and the Clubs Fund reach a balance of \$100,000 each, the surplus from each fund will be transferred to general revenue. Should the Health and Dental Fund reach a balance of \$1,300,000, the surplus shall be transferred to general revenue."

Director of Finance Armutlu described the proposed changes and their purpose.

AGM-2018:05 CARRIED**5.2 Proposal to Amend Bylaw IV****AGM-2018:06 MOTION**

Ataiza/Ojelel

Whereas the existing thresholds for referenda and general meetings constitute a barrier to membership decision-making;

Whereas quorum requirements should set a threshold that ensures a small number of people cannot change the basic structures and rules of the Students' Union without broad support, but not be set so high that needed changes cannot be made; and

Whereas in many years the annual general meeting fails to meet quorum, and where referenda made quorum, they have done so by a narrow margin;

Whereas an inability to make membership decision due to high quorum requirements threaten to derail necessary decisions of the student body related to issues like the U-Pass or the structure of the Students' Union: therefore

Be it further resolved that Bylaw IV, Article 6, Clause b) be amended to read as follows:

"b. The quorum required for a General Meeting of the Students' Union shall be sixty (60) members."

Be it further resolved that Bylaw IV, Article 8, Clause b) be amended to read:

"b. The quorum required for a referendum of the Students' Union shall be four hundred (400) members."

Director of Finance Armutlu described the proposed changes and their purpose.

Members asked questions about how the proposed amended changed the current provisions.

2017/02/02:06 CARRIED**5.3 Proposal to Amend Bylaw VI****AGM-2018:07 MOTION**

Wotherspoon/Gamayo

Whereas the size of the membership continues to grow while the size of the Students' Union's Board of Directors has stayed static;

Whereas the increasing number of events and campaigns being undertaken by the Students' Union has created a need for more time invested by Board members:

Whereas there is greater benefit to adding an additional board member over having the same number of people do increased work for increased compensation;

Whereas titles "Disabled Students' Representative" and "Aboriginal Representative" are not in keeping with current titles for such positions at Students' Unions and don't reflect the evolution of language related to these communities;

Whereas the new Societies Act requires that the Bylaws outline any system of pay for Board members and that currently the language defining board member compensation exists as a member-adopted policy;

Whereas nothing in this proposed amendment changes the rates of pay or hours for Board members from the current practice; therefore

Be it resolved that Bylaw VI, Article 1, Clause b) be amended to read as follows:

"b. Four (4) Directors at Large"

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Be it further resolved that Bylaw VI, Article 1, Clause c) be amended to read as follows and that position titles listed in other bylaws be amended accordingly:

- "c. Constituency Representatives
- i) Women Students' Representative
 - ii) Pride Representative
 - iii) Indigenous Students' Representative
 - iv) Students with Disabilities' Representative"

Be it further resolved that Bylaw VI, Article 4 be amended to read as follows:

"4. **Board of Directors Remuneration**

Board members shall be paid a stipend in accordance with the provisions herein and any other regulations that may be applied by policy.

- a. Executive directors are required to work a minimum of twenty (20) hours per week, or forty (40) hours every two weeks. Executive directors shall receive an honorarium of \$500 every two weeks.
- b. Directors at Large are required to work a minimum of twelve and a half and a half (12.5) hours per week or twenty-five (25) hours per two weeks. Directors at Large shall receive an honorarium of \$408 every two weeks.
- c. Constituency Representative directors are required to work a minimum of twelve and one half (12.5) hours per week or twenty-five (25) hours per two weeks. Constituency Representative directors shall receive an honorarium of \$408 every two weeks.
- d. Remuneration of directors shall be increased each May 1 by the percentage change in the Consumer Price Index for Vancouver during the previous calendar year, starting May 1, 2000.
- e. Directors are required to attend a minimum of one Board of Directors meeting per month and present a written report in order to receive their honorarium."

Director of External Relations Klassen outlined the purposes of the changes to the names of the board positions, and the purpose of installing language about stipends in the bylaws.

AGM-2018:07 CARRIED

5.4 Proposal to change the Job Descriptions of Non-Executive Director Positions Bylaw IX

AGM-2018:08 MOTION

Ouano/Hutchison

Whereas the 2017 AGM approved changes to the job descriptions for Executive members of the Board but did not update the job descriptions of other board members;

Whereas the role of the Directors at Large and Constituency Representatives have evolved significantly in recent years, and the current job descriptions are not adequate to articulate the duties and responsibilities of each position; and

Whereas updated and more complete job descriptions help members assess whether they are interested in running for a position, and help to holding members accountable for completing the positions for which they are elected: therefore

Be it resolved that Bylaw IX, Articles 6 through 10 be amended to read:

- "6. **Directors at Large**
- The Directors at Large shall:
- a. assist the Executive directors in fulfilling their duties,

- b. assist with the implementation of campaigns, events, and membership awareness initiatives;
 - c. regularly promote the work of the Students' Union to members across all programs and campuses by resourcing information tables and participating in membership outreach work during new student orientation, campus-wide events, and Students' Union events;
 - d. sit on at least one (1) sub-committee of the Board of Directors;
 - e. perform other duties as assigned by the Board of Directors.
- 7. Women Students' Representative**
The Women Students' Representative shall:
- a. present a women's/feminist perspective to the Board of Directors and ensure that the Board of Directors is informed about women's and gender issues, specifically those relating to Douglas College;
 - b. sit on at least one (1) sub-committee of the Board of Directors;
 - c. organize and coordinate the work of the Women Students' Collective, including organizing Collective events, implementing Collective campaigns, and acting as a liaison between the Collective and the Board of Directors;
 - d. regularly aid in the implementation of campaigns and events of the Students' Union; and
 - e. perform such other duties as assigned by the Board of Directors.
- 8. Indigenous Students' Representative**
The Indigenous Students' Representative shall:
- a. present an Indigenous perspective to the Board of Directors and ensure that the Board of Directors is informed about Indigenous issues, specifically those relating to Douglas College;
 - b. sit on at least one (1) sub-committee of the Board of Directors;
 - c. organize and coordinate the work of the Indigenous Students' Collective, including organizing Collective events, implementing Collective campaigns, and acting as a liaison between the Collective and the Board of Directors;
 - d. regularly aid in the implementation of campaigns and events of the Students' Union; and
 - e. perform such other duties as may be assigned by the Board of Directors.
- 9. Pride Representative**
The Pride Representative shall:
- a. present the perspective of a diversity of gender and sexuality constructions and/or orientations to the Board of Directors and ensure that the Board of Directors is informed about gender and sexuality issues, specifically those relating to Douglas College;
 - b. sit on at least one (1) sub-committee of the Board of Directors;
 - c. organize and coordinate the work of the Pride Collective, including organizing Collective events, implementing Collective campaigns, and acting as a liaison between the Collective and the Board of Directors;
 - d. regularly aid in the implementation of campaigns and events of the Students' Union; and
 - e. perform such other duties as may be assigned by the Board of Directors.
- 10. Students' with Disabilities Representative**
The Students' with Disabilities Representative shall:

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- a. present the perspective of people living with disabilities to the Board of Directors and ensure that the Board of Directors is informed about ability issues, specifically those relating to Douglas College;
- b. sit on at least one (1) sub-committee of the Board of Directors;
- c. organize and coordinate the work of the Students' with Disabilities Collective, including organizing Collective events, implementing Collective campaigns, and acting as a liaison between the Collective and the Board of Directors;
- d. regularly aid in the implementation of campaigns and events of the Students' Union; and
- e. perform such other duties as may be assigned by the Board of Directors."

Director of External Relations Klassen described the changes to the position descriptions and duties.

AGM-2018:08 CARRIED

5.5 Proposal to Amend Bylaw XIII

AGM-2018:09 MOTION

Pesklevits/Tom

Whereas the current model for Students' Union policies enables the creation of both member-adopted policy and board-adopted policy, which can cause confusion and adds unnecessary complexity to the organization's governance structures;

Whereas members have a mechanism through the Bylaws to adopt rules and structures to govern the operation of the Students' Union and to impose regulation on the Board of Directors;

Whereas the vast majority of existing policy is Board policy;

Whereas the existing language defining policy of the Students' Union is unnecessarily complex and confusing;

Whereas simplified rules and structures make the Students' Union more accessible and easier to navigate, and thereby more transparent in its operations: therefore

Be it resolved that Bylaw XIII be amended to read:

"BYLAW XIII

POLICY OF THE STUDENTS' UNION

1. Establishment and Duration of Policy

Policy of the Students' Union may be established from time-to-time by a two-thirds (2/3) majority vote of the Board of Directors. Policy shall remain in force until amended or repealed a two-thirds (2/3) majority vote of the Board of Directors.

2. Authority

No policy adopted by the Board of Directors shall contradict or supersede any Bylaw of the Students' Union. No directive or normal resolution of the Board of Directors shall contradict or supersede standing policy of the Students' Union.

3. Policy Manual

All policy of the Students' Union shall be compiled in a policy manual and the current policy of the Students' Union shall be available on the Students' Union's website."

Be it further resolved that all existing member-adopted policy be deemed board policy.

Executive Director Beasley provided background on the proposed change.

Members discussed the difference between policy and bylaws, and how to determine what type of information goes into a policy versus a bylaw.

AGM-2018:09 CARRIED**5.6 Proposal to Amend Bylaw XV****AGM-2018:10 MOTION**

Walvock/Wotherspoon

Whereas the existing provision requiring notice be posted relating to expenses over \$10,000 is an antiquated relic of past generations of DSU leadership and provides no real mechanism of accountability;

Whereas members are better informed about the Students' Union's actual ongoing operations by having access to minutes and financial statements;

Whereas the Societies Act as amended in 2015 provides vastly expanded access to society records;

Whereas the Students' Union's existing bylaw on access to records is out of date and no longer in keeping with the current legislation: therefore

Be it resolved that Bylaw XIV, Article 4 be deleted and remaining articles renumbered accordingly;

"BYLAW XV**STUDENTS' UNION RECORDS****1. Records of the Students' Union**

The records of the Students' Union shall be those documents referred to in Section 20 of the BC Societies Act [SBC 2015]. Inspection, publication and copying of Students' Union records shall be subject to the provisions herein in addition to those provisions that may exist in law.

2. Location of Records

The records of the Students' Union shall be kept in the Students' Union's New Westminster office.

3. Inspection by Members

The Records of the Students' Union may be inspected by a member on any normal business day of the Students' Union provided two business day's notice is provided. Notice to inspect the records of the Students' Union shall include a list of the documents the member wishes to inspect.

4. Copies of Records of the Students' Union

Should a member who is not a director request copies of documents defined as records of the Students' Union, the Students' Union shall apply a fee for copying records. Fees for the copying of records shall be established by policy and shall not exceed the fee, if any, specified in, or calculated in accordance with, the Societies Act or its regulations.

5. Publication of Records

The Students' Union shall regularly publish its current and updated bylaws, policy and constitution, along with Board of Director and general meeting minutes, on its website. Other records of the Students' Union may be published on the Students' Union website by resolution of the Board of Directors.

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No individual director or member shall publish a record of the Students' Union without the express written consent of the Board of Directors, as evidenced by a Board resolution.

6. Retention of Old Records

Subject to Section 21 of the BC Societies Act [SBC 2015], records that the Students' Union is no longer required to retain may be discarded."

Executive Director Beasley provided background on the proposed change and answered questions about the process to disclose information about expenditures, especially those over \$10,000.

AGM-2018:10 CARRIED

6. PRESENTATION OF ANNUAL REPORT

Members of the Board of Directors provided a report on their activities during the 2016/17 year.

AGM-2018:11 MOTION

Banerjee/Jesso

Be it resolved that the 2016/17 Annual Report be received.

CARRIED

7. PRESENTATION OF AUDITED STATEMENTS

Erik Allas, Partner at the accounting firm Tompkins Wozny LLP presented the audited financial statements for the period of September 1, 2016 to August 31, 2017. He highlighted elements of the Statement of Financial Position and Statement of Operations. He said that the Auditor's Report expressed confidence in the statements as presented.

AGM-2018:12 MOTION

Wotherspoon/Hothi

Be it resolved that the 2017 audited financial statements and Report of the Auditor be received.

CARRIED

8. APPOINTMENT OF AUDITOR

Marshall reported that the Board of Directors was recommending the appointment of the firm Tompkins Wozney LLP to complete the 2018 audit.

AGM-2018:13 MOTION

Bardouniotis/Grenier

Be it resolved that the firm Tompkins Wozny LLP be appointed as the auditors for the 2018 fiscal year.

CARRIED

9. QUESTION & ANSWER

No Questions were asked at this time.

10. ADJOURNMENT

AGM-2018:14 MOTION

Lamont/Vishal

Be it resolve that the meeting be adjourned.

CARRIED

15:38 the meeting was adjourned.

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