**Board of Directors Meeting Agenda**

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| **Date**  | Saturday April 22nd 2023 |
| **Time** | 2:30PM Atlantic Daylight Time (Canada) |
| **Location** | 5th Floor Student Centre Building at Saint Mary’s University |
| **Invitees** | Alexander Wilson, ( Board Chair) Ashish Ganapathy ( Vice Chair), Francesca Southwell, Mihika Mihika, Meghan Boudreau, Thomas Waithe, Nikita Nikita, Toni-Ann Bennett |
| **Resource** |  Isobel Tyler (President) Rilla Barrett (Board Secretary) |

1. **Call to order**

The meeting was called to order by the Chair at **2:34 PM ADT,** on April 22nd, 2023.

1. **Land Acknowledgement**
2. The Chair provides a land acknowledgment. We are on the traditional and unceded territory of the Mi’kmaq people, covered by the Treaties of Peace and Friendship. We are all treaty people.
3. **Conflict of Interest Declaration**

No conflicts of interest were declared.

1. **Approval of Previous meeting minutes**

**BIRT** the Board approves the previous meeting minutes from March 15, 2023.

Moved by Ms Mihika

Seconded by Ms. Boudreau

Motion carried

1. **Recognition of elected members / welcome – Alex Wilson**

Internal elections were held on April 1, 2023. Pleased to welcome Mr. Ashish Ganapathy as the new Board Chair. The societies Chair will be announced.

The Chair would like to acknowledge the Board Members – Ms. Nikita’s work and dedication to the elections and election committees. Worked diligently even in the most challenging times.

Would also like to recognize Ms. Mihika and her commitment and dedication to SMUSA and congratulates them on their upcoming graduation.

Would like to acknowledge the hard work of Ms. Tyler as well as her team over the last year.

1. **President’s Report – Isobel Tyler**
	1. **Appendix 1**

Transition:

Each executive member made a transition booklet for each portfolio. They range from 10-15 pages each and were read through. The booklets contain information such as committees that each executive member sits on, tips and tricks, people around the university etc. These will be given to the incoming executive to refer to. The transition period will be held next week and each executive member will have a one-on-one with their incoming person.

1. **Reports of Standing Committees:**
	1. **Human Resources & Governance Committee – Meghan Boudreau**
		1. **Elections Policy**

The policy has been circulated to Board members. Amendment: Change 2019 to 2023. Discussion around changes commences.

* A section was added called Eligibility. Short-term election staff, previously known as poll clerks.
* Elections committee: Three to five members may be part of the committee.
* Committee recommends a CRO/DRO to the Board for approval no later than the second week of October each year.
* Committee ensures that CRO/DRO have a minimum of one training session by the end of October. One external counsel and at least one committee member are present.
* Committee is responsible for maintaining the election budget.
* Budget includes CRO/DRO compensation and voting software
* Training will take place a minimum of two days before start of campaigning.
* Official Elections Period commences on the first day of the nomination period.
* Official Election Period concludes when the results of the election are announced
* The board members serving in the first year are prohibited from

Eligibility discussion:

* BoD members cannot seek Presidency during the first year of their term.
* Those serving their second year who wish to seek candidacy for President must formally resign from the Board before becoming a candidate.
* Board Members serving in the second year of their term wishing to seek candidacy to be re-elected to the Board of Directors must take a leave of absence prior to becoming an official candidate until the end of the election period.
* SMUSA staff members wishing to seek candidacy in the elections must take a leave of absence from the time they become an official candidate until the end of the election period.
* SMUSA Elections Staff members cannot seek candidacy in the same election period they are hired for.

CRO: based on their recommendations from the current CRO/DRO, two CRO/DRO should be hired.

* Responsible for hiring/managing short term elections staff members.
* Holding a min. of 20 contract hours per week during the campaign period.
* CRO makes all candidates aware of fines via email.

DRO

* potentially more than one
* Responsible for helping CRO hire/manage short-term elections staff members
* Minimum of 15 hours per week for contact during campaign period

Short-term Elections Staff

* 1. Short term Elections Staff (“staff”) will be hired by the CRO, DRO, and the SMUSA leadership representative(s) no later than the first business day of December.
	2. The staff must have a minimum of one (1) training session with the CRO, DRO, and the Chair of the Elections Committee between the first day of classes in the winter semester and before the start of the official elections period.
	3. The staff will help provide information to students, refer all elections specific questions to the CRO-DRO, and remain unbiased towards all candidates.
	4. The staff members cannot be directly associated or have a perceived conflict of interest with any candidate. A perceived conflict of interest will be determined by the CRO - DRO.
1. Example, they cannot be a candidate’s: agent, relative, partner, roommate, friend, etc.
2. They also cannot take part in a candidate’s campaign or publicly support any candidates.
	1. Candidates may object to any staff and bring their concern to the CRO. The staff member may not work for the CRO-DRO until a decision has been made. The CRO is responsible for providing a written decision to the involved candidate and the staff member.

Questions

Ms. Bennett How did they track dismissal this year

Ms Nikita explains they kept spreadsheets this year – whenever they’re posting on social media or printing things. Kept a very detailed sheet of the number of points that they were using. Point tracking system. None ever went over 30,000 in the past.

Ms. Boudreau asks for a motion to approve the election policy as a whole to come into affect May 1st

Mr. Waithe: Asks for clarification about seeking candidacy if

Would fall under staff members

Current process is that they take 2 weeks leave of absence for the election period.

Ms. Southwell: How did CRO/DRO track online?

Ms Boudreau: They must track anytime that they want to post or put up posters.

Ms Nikita: Made new Facebook, Instagram, LinkdIn, etc. CRO/DRO managed all of the social media. Whenever a candidate posted they would deduct points and used the notification for posts to track this.

Ms. Bennett: Asks about how tracking is done for reposting of socials

Ms. Nikita: It is not possible to track every single repost. Whenever the CRO/DRO came across things then they would make deductions. Whatever they could cover such as s

Ms. Southwell: Short-term election staff clarification – before December? How would they know if their friend wants to run in the future?

Ms Nikita: Street team some people do have conflict with candidates. Have a common street team hired at beginning of year and if they do apply in elections –

Cannot be talking about elections during the time for example (street team)

Ms Southwell: Is there a possibility to hire people after December if need be and if there are major conflicts of interest?

Ms. Nikita: cannot take one side if working for SMUSA

Ms. Boudreau: Conflicts of interest are up to CRO/DRO. What is a conflict of interest? Is having a classmate one?

Ms. Southwell: Is there possibility to hire just for elections period if need be?

Ms: Nikita: In an example of hiring 20 people after elections, CRO/DRO could select people to work for the elections.

The Chair asks for motion to carry

The policy carries as a whole unanimously.

* + 1. **HR Policy**

Ms Boudreau motions to repeal the current HR Policy to replace it with the new policy.

Ms. Southwell seconds to repeal

The motion carries unanimously to repeal the current HR Policy.

Upon further analysis of the previous HR policy, a need was found for introducing a newer one due to the work required to update the previous one. The purpose of the policy is to describe the scope and limit of the Board and to refine the responsibilities of the HR and governance committee. To create a clear framework for employees relating to HR procedures and processes. Secifically applies to the relationship between the BOD, President, GM and HR.

Points of policy:

* Sole full-time employee of the board is the GM.
* The Board will communicate to the President and General Manager through either the Board Chair or Chair of the HR and Governance Committee. The Board will communicate to all other employees through the President or the General Manager
* Board also employs CRO/DRO. They will be overseen by the Chair of the Elections Committee

Board is responsible to:

* Provide support and guidance to General Manager and President
* Retain, track, and evaluate GM
* Provide GM with tools, resources and mechanisms to succeed in their role, and to help others succeed.
* Adjust/review wages of GM
* Periodically assess and update the job description of the GM.
* All SMUSA activities relating to human resources will align with the practices found in the Human Resources Policy Manual. This manual will be maintained by the General Manager and be reviewed by the committee every 5 years or as needed.
* The committee is empowered by the Board to provide guidance to GM/President on human resources policies and strategy.
1. The committee is responsible to:
	1. Ensure that appropriate policies, processes, and procedures are in place and updated at least every five years.
	2. Review and approve new or amended human resources policies put in place by senior management prior to implementation.
	3. Support the General Manager and President on human resources matters when they request it.
	4. Approve the rate of pay for all new permanent staff members.
	5. Approve the complement (headcount) of full-time staff.
	6. Approve the overall full-time staffing budget each year.
2. While performing its duties, the committee may, from time to time:
	1. Review any human resources processes and procedures.
	2. Review and approve both the existence of and salaries for new positions.
	3. Initiate a market review of salaries and wages.
	4. Initiate an inflation review of salaries and wages.
3. Should the General Manager position become vacant, the Board may hire an Interim General Manager for no more than eight (8) months, while a permanent replacement is found.
4. A policy is a set of principles, rules, and guidelines which provide guidance to decision makers and inform processes and procedures.
5. A process is a high-level view of a series of activities/steps which produce a specific outcome (i.e. hiring). Processes address who is responsible, what actions are performed in what order.
6. A procedure is a set of detailed instructions necessary to perform a task or part of a process. These explain who performs the procedure, what steps are performed when, and how the procedure is performed.

Think of policies as the overall guidelines, while processes explain the flow of activities, and procedures are the detailed instructions.

Ms. Boudreau would like to make a motion to have the new policy approved and come into affect for May 1, 2023.

Moved by Ms. Mihika

**BIRT** the Board approves moving to in-camera

Moved by Mr. Wilson

Seconded by Mr. Waithe

Motion carried

**BIRT** the Board approves moving back into a recorded session

Moved by Mr. Wilson

Seconded by Mr. Waithe

Motion carried

All in favour of carrying the new HR policy

The motion carries unanimously.

1. **Any Other Business**

Ms. Southwell provides an update about the investment that has been made in SMU. $25 million - Graduate level professional program

Researchers -

Why did the province choose Saint Mary’s? They recognized the growth and the need for healthcare investments. This area is a new area for Saint Mary’s. In addition: landmark investment from Federal government, $8 million dollars. To help Infrastructures. Saint Mary’s will have the tallest solar panel building in North America. A big feat for the school.

Ms. Southwell attended five and attended every meeting from September – April ,

Attended board ceremonies where faculty members were recognized and celebrated. Upcoming is a transition period for the new Board of Governors rep.

1. **In-Camera Session**

**BIRT** the Board move in-camera

Moved by Mr. Ganapathy

Seconded by Ms. Nikita

Motion carried

1. **Adjournment**

The meeting was adjourned at 3:32PM by the Chair.