Meeting Minutes: Special Board of Directors Meeting

Date: 2023/November/07

1. Call to Order

The meeting was called to order by Zoya T. at 5:06 PM. Chris R. moved, and Amir M. seconded the motion.

2. Appointment of Chair

MOTION: BIRT the UTGSU Board of Directors appoints Justin P. as Chair for this meeting. Zoya T. requested Justin P. to chair the meeting, and a vote was called. With 5 in favor, Justin P. was appointed as the chair. Justin P. then requested volunteers for reading the equity statement and land acknowledgment, and volunteers were found.

3. Adoption of the Agenda

Justin P. introduced the agenda, and a recommended motion to add an agenda item in hardcopy format was presented. A motion to approve the agenda was made by Friedemann K. K, seconded by Chris R..

4. Debate on Agenda Approval

Discussion on the approval of the agenda began. Chris R. was invited to share points on the matter.

*Unfortunately, Chris R.’s voice was very low quality in the recordings. The minute taker has been unable to understand his points many times in this meeting*

5. Special Meeting Focus

Justin P. clarified that as it was a special meeting, focus would be on the specified agenda items. Regular items postponed would be addressed in the next regular meeting.

6. Amendment to the Agenda by Friedemann K.

Friedemann K. proposed an amendment to the agenda, removing point 2A to move in-camera, and removing bullet points 3 (disciplinary actions against VP Academics) and 4. Point 2B was to be debated out of camera. The amendment was seconded by Amir M.

7. Vote on Agenda Amendment

A vote was conducted, and the agenda amendment passed unanimously with four virtual hands raised.

BIRT the UTGSU Board of Directors approves the special meeting agenda for November 6, 2023 as amended.

8. Main Motion

Returning to the main motion, Justin P. opened the floor for further debate or amendments to the motion to approve the agenda.

9. Proposed Amendments by Amir M.
Amir M. proposed two amendments. The first was to delegate executive portfolio and honorarium tasks to board members due to the current shortage of executives. The second suggested exploiting by-elections to appoint more officials. Amir M. provided legal references for legitimacy. He proposed adding these amendments to the agenda for discussion and voting.

The amendment is as follows: WHEREAS the executive committee has only two active members and is in need of additional officers.

**BIRT **

is delegated with VP-Internal portfolio, tasks, and honoraria until the by-elections.

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WHEREAS the executive committee and board of directors need new members as soon as possible,

WHEREAS the assembly has asked the board of directors to not make any significant bylaw changes/financial decision until a by-election,

**BIRT** that a new special by-elections, CRO nomination, and election and referendum committee hiring be written and approved by the board to have the by-election before the AGM.

Justin P. presented Amir M.’s proposed amendments for discussion. The first amendment addressed the need for additional officers in the executive committee, proposing to delegate VP Internal portfolio tasks and honoraria until by-elections. The second amendment proposed a special by-election and committee hiring protocols to be written and approved by the board, temporarily overruling current bylaws and policies due to special circumstances.

10. Clarification and Reading of Amendments

Justin P. read out the proposed amendments and clarified the content for those present. He emphasized the need to specify the intention to overrule the bylaws, especially if that was the motivation behind the amendments.

11. Motion to Add Amendments

A motion was made to add Amir M.’s proposed amendments to the agenda. Friedemann K. seconded the motion.

12. Debate on the Amendments

Justin P. invited any debate or discussion on the proposed amendments. Attendees were encouraged to express their thoughts on the amendments.

Unfortunately, again Chris R.’s voice was very unclear and could not be understood in the recorded session.

Amir M. expressed understanding of Chris R.’s concerns about time constraints but emphasized the need for discussion. He proposed the possibility of expediting the process, appointing a Chief Returning Officer (CRO), and having elections in the second week of December. Amir M. highlighted the urgency of recruiting new members and suggested that board members could temporarily take on executive roles.

13. Response from Julian
Julian supported the motion, stating that it aligned with the spirit of a previous assembly motion. He emphasized the importance of a strong board of executives to fulfill its roles promptly.

14. Request for Speaking Rights

Justin P. requested a director to delegate their speaking rights to Lynne A. for her to address the assembly.

15. Friedemann K.'s Reminder

Friedemann K. reminded the assembly that they were currently discussing the agenda amendment, not the motion itself.

Chris R.'s voice remained unclear, and Friedemann K. reiterated the point about discussing the agenda amendment.

16. Delegation of Speaking Rights

Amir M. delegated his speaking rights to allow Lynne A. to address the assembly.

17. Lynne A.'s Input

Lynne A. acknowledged her late submission of the proposal and clarified that it was pending consideration for inclusion. She requested the attention of voting members and indicated that the motion was awaiting consideration.

18. Clarification on Delegating Speaking Rights

Justin P. clarified that when returning to the main motion, individuals could delegate their speaking rights. He emphasized that the current discussion was focused on the motion to amend the agenda.

19. Vote on Agenda Amendment

Justin P. called for any final points of debate on the motion to amend the agenda with the two points proposed by Amir M. and seconded by Friedemann K.. Seeing no further debate, a vote was conducted. Four members were in favor, one against. Justin P. asked if the member who opposed wanted to be named in the minutes.

21. Inclusion of Dissenting Opinion in Minutes

The member who opposed was not noted in the minutes. The motion to amend the agenda passed, and the items were added to the agenda.

22. Mention of Lynne A.'s Motion

Justin P. mentioned that Lynne A. had shared a motion that they felt strongly about and had circulated hard copies. He suggested someone take a picture to share with other directors. The electronic copy had been emailed, and a director would need to motivate and second its inclusion in the agenda.

23. Debate on Adding Lynne A.'s Motion to Agenda

The discussion returned to the debate on amending the agenda. Justin P. invited any further points of discussion.
23. Question on Guest Amending the Agenda

Amir M. inquired if a guest could amend the agenda. Justin P. clarified that a guest would need a director to move it on their behalf, explaining the process.

*Lynne’s amendment was said to be in the comment section as a picture, but it was not*

24. Vote to Approve the Agenda

Justin P. called for a vote to approve the agenda as amended. All in favor raised their virtual or physical hands, and the motion passed unanimously.

25. Guests and Media

Justin P. invited the guests to introduce themselves for the minutes:

Julien N.: "My name is Julien Nicole."

Narma D.: "My name is Narma Daldaderajan."

Lynne A.: "Lynne Alexandrovra, president dean suspension and access for wellbeing project."

Justin P. confirmed they were all general members of UTGSU.

26. Motion to Seat the Guests

A motion to seat the guests was moved by Amir M. and seconded by Jady L. There was no discussion, and a vote was conducted, resulting in unanimous approval.

*BIRT the UTGSU Board of Directors moves to seat all guests with speaking rights.*

27. Announcement on In-Camera Aspect

Justin P. clarified that the in-camera aspect of the meeting had been removed.

28. Disciplinary Actions Against Vice President External

Friedemann K. provided an update that a motion to suspend the Vice President External had been put forward, but the VP External had resigned, effective immediately. He mentioned the possibility of a complaint against the union.

29. Points of Discussion

Amir M. shared that the VP External's email indicated immediate resignation, but access was still in place at the time of the email.

30. Discussion on Adding Resignation Letter to Appendix

A motion was made by Chris R. R. to add the resignation letter to the appendix, with a note stating the VP External’s resignation effective immediately. Jady L. seconded the motion.

31. Friendly Amendment
Friedemann K. proposed a friendly amendment to only include a note and not the entire resignation letter, highlighting the need for confidentiality.

32. Agreement to Friendly Amendment

Chris R. R. accepted the friendly amendment, and further discussion ensued about deciding what information to include.

33. Recommendation on Executive's Decision

Lynne A. recommended leaving the decision on what to include in the resignation letter up to the resigning executive.

*Jady L.’s voice was low quality in the recorded session and the minute taker could not understand*

34. Discussion on Inclusion of Resignation Letter in Minutes (Continued)

Lynne A. shared that since the resigning member was not available, the decision on what stays on record for the union’s files would take some time. She suggested reaching out to the resigning member after the meeting to invite them to submit any part of their text.

35. Motion to Add Resignation Note to Appendix

A motion was made to add a note about the resignation, not the entire document, to the appendix. The motion passed unanimously.

36. Discussion on In-Camera Session

Friedemann K. provided an update on the in-camera session, discussing the allegations against the Vice President Academics Division 3 and 4. He stated that, based on his review of the accusations and the responses received, he did not see grounds for disciplinary action. Chris R. R. added that staff members had not reported any issues with the remaining two executive members.

37. Point on In-Camera Session Minutes

Amir M. pointed out the need for in-camera session minutes, and Lynne A. recommended leaving the decision on what to include in the resignation letter up to the resigning executive.

38. Conclusion of In-Camera Session

Friedemann K. provided a conclusion for the in-camera session, stating that there were no grounds for allegations or disciplinary action against the Vice President Academics Division 3 and 4.

39. Motion to Move Out of Camera

A motion was made to move out of camera, and it passed. The regular agenda items resumed.

40. Delegating VP Internal Role

Amir M. moved a motion to delegate someone to be the VP Internal, and Zoya T. seconded it. Amir M. explained that the motion was not only about the VP Internal but also about delegating other inactive executive roles to interested Board of Directors (BoD) members.
41. Referral Request

**Friedemann K.** requested a referral to the specific section of the Canada Not-for-profit Act that allows the delegation of executive roles.

42. Research on Canada Not-for-profit Act

Amir M. agreed to look up the relevant section of the Canada Not-for-profit Act to support the motion.

43. Comments from Amir M. and **Friedemann K.**

Amir M. elaborated on the importance of BoDs experiencing executive roles. Friedemann K. requested clarification on the legal basis for such delegation.

44. Lynne A.’s Input

Lynne A. suggested referring to the Act and emphasized the importance of clarity in the bylaws.

45. Lynne A.’s Statement

Lynne A. made a statement for the record, stating that she was suspended without pay at a board of directors meeting on September 28th. She mentioned her appeal and requested a meeting with executives to discuss the best options moving forward. Lynne A. clarified her previous declarations of resignation and expressed her readiness to take over the duties of VP Internal. She noted that the requested meeting had not taken place, and she believed the removal process should have stopped when she declared resignation.

46. Clarification from Justin P.

Justin P. sought clarification, understanding that Lynne A. was putting herself forward for consideration for the role.

47. Lynne A.’s Response

Lynne A. clarified that she was expressing that she had requested a meeting, and the process had not taken place, which could have potentially reversed the proceedings.

48. Points of Discussion

Justin P. opened the floor for any other points of discussion or debate on this item.

49. Inquiry from Jady L.

Jady L. inquired about the mention of delegating the VP External and other vacant positions.

50. Explanation from Amir M.

Amir M. explained that he had posted a motion at the beginning of the meeting to have that item on the agenda. He clarified that the discussion could lead to other motions, and he provided a link to the related section (127D) in the Canada Not-for-profit Act, allowing the appointment of officers. Amir M. suggested the possibility of delegating tasks of executive roles and honoraria to Board of Directors (BoD) members without making them executives.
51. Invitation for Motions

Amir M. invited motions to amend or friendly amendments and opened the floor to anyone interested in contributing to the discussion.

52. Amir M.'s Friendly Amendment

Amir M. made a friendly amendment, stating that BoD members interested in any executive role could propose a motion to delegate the tasks and honoraria associated with that executive role.

53. Clarification from Justin P.

Justin P. sought clarification on whether Amir M. was inviting motions to amend or making a friendly amendment himself.

54. Amir M.'s Response

Amir M. confirmed that it was a friendly amendment and opened the floor to others interested in contributing.

The changed version is: In our bylaws, clauses like "7.10.10 perform such other functions as the Executive or the Board of Directors may determine." included in almost every section dedicated to Executives' duties also justify the Board's power to appoint Directors to fill vacant executive offices (or at least to reassign duties and honoraria).

55. Friedemann K.'s Amendment and Motion

Friedemann K. proposed another amendment to the motion. He expressed some reservations and suggested an amendment for the confirmation of legal counsel regarding the compliance with the Canada Not-for-profit Organizations Act. The proposed amended version was:

BIRT is delegated with the VP Internal portfolio tasks and honoraria until the by-elections, pending confirmation of the legal counsel of the UTGSU that this is indeed legally possible with the bylaws and the Canada Not-for-profit Corporations Act.

Amir M. considered this a friendly amendment, and Justin P. confirmed its acceptance.

56. Lynne A.'s Point of Order

Lynne A. raised a point of order, expressing concern about the proceedings at the September 28th board of directors meeting, stating that her appeal had been ignored for more than a month. She emphasized the need for executives to address the appeal before proceeding.

57. Justin P.'s Clarification

Justin P. sought clarification on whether Lynne A.'s comments were relevant to the ongoing discussion about placing individuals in positions from the board.

58. Lynne A.'s Response

Lynne A. clarified that her point was about the appeal process not taking place.

59. Further Discussion on Board Placements
Justin P. opened the floor for further discussion on the proposed motion.

60. Amir M.'s Response to Lynne A.

Amir M. responded to Lynne A.'s concerns, indicating that the discussion was specifically about placing individuals in positions on the board.

61. Friedemann K.'s Offer and Motion to Add Himself

Friedemann K. offered to be named in the motion for VP Internal and moved to add himself to the position. The motion needed a seconder, and Amir M. seconded it. The discussion opened on this motion.

62. Julian's Input

Julian expressed support for the motion, highlighting that the position could still be subject to a vote in the by-election, ensuring the UTGSU's operational continuity.

63. Zoya T.'s Inquiry

Zoya T. inquired about the responsibilities of the board member taking on an executive role and whether they would continue with their duties as a Board of Director.

64. Clarification from Justin P.

Justin P. clarified that the interpretation would be yes, and they would continue their roles as Board of Directors while taking on additional responsibilities.

65. Friedemann K.'s Clarification

Friedemann K. mentioned that, if appointed, he would like to resign from the finance committee.

66. Lynne A.'s Input

Lynne A. raised concerns about the potential conflict of interest in appointing board members, especially considering the ongoing investigation and feedback shared.

67. Julian's Response to Lynne A.

Julian responded, suggesting that the next statements might provide more clarity.

68. Amir M.'s Statement

Amir M. echoed Julian's statement and addressed Lynne A.'s concerns, emphasizing that the accusation of trying to remove or suspend members was false.

69. Amir M.'s Nomination for VP External

Amir M. nominated Jady L. for the VP External role, mentioning that it was up to her to accept or decline.

70. Discussion on Friedemann K.'s Amendment

Justin P. redirected the discussion back to Friedemann K.'s motion to add himself as VP Internal, seeking further input.

71. Approval of the Amended Motion
There was no further points of debate or discussion on the main motion to delegate the VP Internal portfolio tasks and honoraria to Freidmann until the by-elections, pending legal counsel confirmation.

72. Vote on the Amended Motion

The final motion was: BIRT Friedemann K. Krannich is delegated with VP Internal portfolio tasks and honoraria until the by elections pending confirmation of the legal counsel of the UTGSU that this is indeed legally possible with the bylaws and the Canada not for profit corporations act.

The motion passed with no opposition or abstention.

73 Further Nominations

Amir M. mentioned he nominated Jady L. for the VP External role. Jady L. was interested.

74. Motion for Jady L. as VP External

Amir M. seconded this motion

The final amended version of the motion was: BIRT Jady L. Liang is delegated with VP External portfolio tasks and honoraria until the by elections pending confirmation of the legal counsel of the UTGSU that this is indeed legally possible with the bylaws and the Canada not for profit corporations act.

75. Vote on Motion for Jady L. as VP External

Motion carried with no opposition or abstention.

76. Motion to Expedite the By-Election Process

The motion was seconded by Jady L.

Friedemann K. made amendment to add a sentence to this motion “Furthermore, the interim appointments made today shall not serve beyond the conclusion of the by-election process."

Amir M. took that as a friendly amendment.

77. Amended Motion to Expedite the By-Election Process

Friedemann K. clarified that the amendment ensures that the interim appointments made today are temporary and will not extend beyond the conclusion of the by-election process.

Lynne A. asked if the by-election is expedited and takes place and a member of the board of directors is elected as VP Internal, and that member had already served at the board of directors, how would that member’s term be calculated?

Justin P. said he believes that would depend on the specific bylaws of the organization, and there might be a need to consult the bylaws or legal counsel on this matter and a note can be taken of this for further consideration.

78. Vote on Amended Motion to Expedite the By-Election Process

Motion carried with no opposition or abstention.

79. Further Business
The chair asked for any further discussions, there was none.

80. Adjournment

The meeting was adjourned at 6:47 PM

Meeting Chair:
Justin Patrick

Meeting Secretary:
Fateme Eskandary