

Moved: Paramjot Gogia / **Seconded:** Linden Crain **(CARRIED)**

4.0 Unfinished Business Discussion

5.0 Approval of the Agenda Approval

MOTION TO APPROVE

BIRT the agenda be approved as presented

Moved: Linden Crain / **Seconded:** Amber Tazzman **(CARRIED)**

6.0 Approval of the Minutes Approval

7.0 Presentations to the Board Information

8.0 Proposed Motions Approval

- 8.1 GPC Recommendation – Exec Signing Authority** BOD200406-9.2
- BOD wanted some more clarification on what the reason for extending is. It was discussed that because of COVID-19 there were some delays and in saying so, there are contracts and other things that needed to be signed and completed. In addition to that there are other financial matters that need to be signed and approved on before the end of the term. This is to allow the Executives not to feel rushed in their decision making and able to make appropriate decisions.

MOTION TO APPROVE

BIRT the Board of Directors amend By-Law 140.01(b) to replace “the second Friday of April” with “April 30th.”

BIFRT this By-Law amendment revert to “the second Friday of April” at 12:00 AM on May 1st, 2020.

Moved: Amber Tazzman / **Seconded:** Hannan Sadar **(CARRIED)**

8.2 GPC Recommendation – Calling of Meetings BOD200406-9.3

MOTION TO APPROVE

BIRT the Board of Directors amend By-Law 60.03(a) to read the following (changes highlighted):

- a) Meetings of the Board will be called by the Chair/Facilitator, Minute-taker, President, or upon the direction in writing to any of the aforementioned by four Directors.

Moved: Amber Tazzman / **Seconded:** Linden Crain **(CARRIED)**

8.3 GPC Recommendation – AGM Quorum BOD200406-9.4

MOTION TO APPROVE

BIRT the Board of Directors amend By-Law 40.09 to read the following (changes highlighted):

The A Quorum for the transaction of business at any meeting of Members shall not be less than is fifty (50) members, whether present in person or by proxy.”

Moved: Amber Tazzman / **Seconded:** Hannan Sadar **(CARRIED)**

Paramjot Gogia abstained.

9.0 Adjournment

Approval

MOTION TO ADJOURN

BIRT the meeting of the Board be adjourned at 8:19pm.

Moved: Paramjot Gogia / **Seconded:** Andre Ducharme

(CARRIED)

Please carefully review the 'starred' (*) consent agenda items. As per the April 5th, 2018, meeting, 'starred' items are deemed non-controversial items and therefore will not be discussed during a scheduled meeting unless a member specifically requests that a 'starred' agenda item be 'un-starred' and therefore open for discussion/debate. This can be done any time before (by forwarding the request to the minute-taker/chair) or during the meeting. By the end of the meeting, agenda items which remain 'starred' (*) will be deemed approved or received.

Item: **9.1 (2020-21 Preliminary Budget)**

MOTION:

BIRT the preliminary budget for the 2020-21 fiscal year be approved.

Item For: **Approval**

Forwarded by: **Finance Committee**

Rationale:

- There are two phases of the budgeting process: phase 1 is the *preliminary budget* and phase 2 is the *final budget*.
- The preliminary budget is intended to ensure that departments have the resources to continue their operations as they were done in the previous year. The preliminary budget is reviewed by the Finance Committee and presented for approval to the outgoing Board.
- The final budget process occurs after May 1st of each year with further consultation from the incoming coordinators and executives. New initiatives are reviewed during that process as well. In the new term, the approved preliminary budget will be reviewed by the Finance Committee for review/recommendations and then presented to the Board for final approval.

Item: **9.2 (Bylaw Change: Executive Signing Authority)**

MOTION:

BIRT the Board of Directors amend By-Law 140.01(b) to replace “the second Friday of April” with “April 30th.”

BE IT FURTHER RESOLVED THAT this By-Law amendment revert to “the second Friday of April” at 12:00 AM on May 1st, 2020.

Item For: **Approval**

Forwarded by: **Governance & Policy Committee**

Rationale:

- As per By-Law 140.01(b), the current signing authority for the President and Vice President Finance & Operations ends on the second Friday of April, which is April 10th, 2020.
- Due to the onset of COVID-19, these are extraordinary circumstances wherein there remain a number of urgent matters requiring the signing approval of the Executives. It should also be noted that two permanent staff members (the General Manager and Finance Manager) do have signing authority; however, the Executive Policy outlines that certain documents have the Executives as principal signatories.
- Many of these urgent matters have been delayed due to all organizations, including those with whom we are undertaking agreements, now having to prioritize COVID-19. Nonetheless, these are matters that can and should be addressed with due consideration within the month of April, rather than rushed to meet the deadline of this Friday, April 10th, 2020.
- This is only a temporary emergency measure and will revert to the language “second Friday of April” at the beginning of the 2020-21 term.
- **In order to make this change, the Board must follow the process outlined in the recently amended By-Law 130.01. This calls for the motion to be read at the first meeting, then read again, discussed and voted on at the second meeting. Upon the advice of legal counsel, we have requested that the Board hold two back-to-back meetings in order to pass this amendment, given the circumstances.**

Item: **9.3 (Bylaw Change: Calling of Meetings)**

MOTION:

BIRT the Board of Directors amend By-Law 60.03(a) to read the following (changes highlighted):

- a) Meetings of the Board will be called by the Chair/Facilitator, Minute-taker, **President, or upon the direction in writing to any of the aforementioned by four Directors.**

Item For: **Approval**

Forwarded by: **Governance & Policy Committee**

Rationale:

- Currently, only the Chair/Facilitator or Minute-taker can call meetings of the Board. There was a tabled motion at AGM 2020 that would've allowed for a certain number of Directors to call Board meetings. Further, there was discussion by the Operations Committee to also propose that the President be allowed to call Board meetings, as already happens in the event of the absence/incapacity of the Chair, Facilitator and Minute-taker.
- After much discussion, the GPC determined that "four" (4) Directors would be sufficient for an obligatory request to be made of the presiding officer. The Board could have anywhere from 10 to 30 Directors. This number prevents the process from being abused by only a handful of Directors.
- Note: This does not grant Directors the ability to call meetings, aside from the process that currently exists. This grants a group of Directors the ability to require that the presiding officer (i.e. chair, minute-taker, or President) call the meeting.
- **In order to make this change, the Board must follow the process outlined in the recently amended By-Law 130.01. This calls for the motion to be read at the first meeting, then read again, discussed and voted on at the second meeting. We requested that the Board hold two back-to-back meetings in order to pass this amendment, given the circumstances.**

Item: **9.4 (Bylaw Change: AGM Quorum)**

MOTION:

BIRT the Board of Directors amend By-Law 40.09 to read the following (changes highlighted):

The A Quorum for the transaction of business at any meeting of Members ~~shall not be less than~~ **is fifty (50)** members, whether present in person or by proxy.”

Item For: **Approval**

Forwarded by: **Governance & Policy Committee**

Rationale:

- Since at least 2017, there have been historical challenges to maintaining a 75-person quorum at the Annual General Meeting, despite creative measures and initiatives to retain quorum.
- After discussion, the GPC decided that 50 members is a reasonable balance between ensuring there is an adequate number of Members present and being able to conduct business.
- **In order to make this change, the Board must follow the process outlined in the recently amended By-Law 130.01. This calls for the motion to be read at the first meeting, then read again, discussed and voted on at the second meeting. We requested that the Board hold two back-to-back meetings in order to pass this amendment, given the circumstances.**