

Meeting of the Board of Directors

Ryerson Students' Union (RSU) – Local 24 Canadian Federation of Students SCC 311
55 Gould St, Toronto, ON, M5B 1E9
December 18th, 2020

Executive Committee

Ali Yousaf	President
Siddhanth Satish	Vice-President Education
Vaishali Vinayak	Vice-President Equity
Liora Dubinsky	Vice-President Operations
Usama Sheikh	Vice-President Student Life and events

Faculty of Arts

Alexandra Nash
Gabriele Douglas
Anika Zaman

Ted Rogers School of Management

Akif Anwar
Hilla Yaniv
Homra Ghaznavi
Abaan Ahmed
Preet Patel

Faculty Communication and Design Directors

Aidan Falkenberg
Ashan Mahendran
Ton Cassie

Faculty of Community Services Directors

Steph Rychlo
Sabrina Ahmed
Dusty Luck

Faculty of Engineering, Architecture and Science Directors

Zain Choudhry
Umar Abdullah
Salar Syed

Faculty of Science

Elwad Gedleh
Mishel Galperin

International Representative

Amr Shaikh ?

Graduate Representatives

Waqas Ahmed

Fayez Ahmed Qureshi

Other Representatives

David Jardine Board of Governors Representative

Vacant Course Unions Director

Abdul Saleem First Year Representative

Vacant Residence Representative

George Carter Senate Representative

Vacant Student Groups Director

Ryerson Students' Union Staff

Priya Paul Financial Controller

Reanna Maharaj Executive Director

AGENDA

LAND ACKNOWLEDGEMENT

Toronto is in the 'Dish With One Spoon Territory'. The Dish With One Spoon is a treaty between the Anishinaabe, Mississaugas, and Haudenosaunee that bound them to share the territory and protect the land. Subsequent Indigenous Nations and peoples, Europeans and all newcomers have been invited into this treaty in the spirit of peace, friendship, and respect.

1. CALL TO ORDER AND ATTENDANCE

2. REMARKS OF THE CHAIRPERSON

The Chairperson will provide a brief introduction to how the meeting will be conducted using Robert's Rules of Order.

Chair: hello everyone great to see everyone and thank you for the opportunity to chair the meeting. We will be following Roberts Rules or orders. I will get right into this.

3. APPOINTMENT OF THE RECORDING SECRETARY

MOTION 2020-12-18 A02: Appointment of the Recording Secretary

BE IT RESOLVED THAT Reanna Maharaj, be appointed as the Recording Secretary for the RSU Board of Directors meeting.

Moved: Ali Yousaf Seconded: Hilla Result: PASSED

4. APPROVAL OF THE AGENDA

MOTION 2020-12-18 A03: Approval of the agenda

BE IT RESOLVED THAT the December 18th, 2020 agenda be approved as presented.

Ali: Can I make an amendment? I would like to add this announcement even though I do not need to. I need to share my screen with everyone. I need to pull out the motion.

Alex: Why wasn't this given earlier?

Ali: I'm not sending in a motion I' sending in an announcement.

Alex: My questions is if you are putting this on the Agenda then why are you doing it now, instead of when you wrote the agenda? Were you still deciding if this should be added?

Ali: No this was just an announcement I wanted to add right now

Alex: Why didn't you do it before?

Ali: I didn't have to, it was just my own decision.

Alex: Thank you, thank you for reminding us that you can do whatever you want

Ali: I'm just letting you know that this isn't a motion, this an announcement so it will be under other business

Steph: Another question to ask about. Is there supposed to be a meeting for the notification of removal and then another meeting to vote on it? Is this why we are having a meeting tomorrow?

Ali: We are supposed to have to have our board meeting today anyways and we are having another meeting tomorrow

David: First can my pronouns be corrected in the motion please. Now for the second thing. None of us are stupid right, we know these 2 meetings were called to impeach me after. I mean this is the way things are in the by-laws so I mean it's fair. I don't see anything in the motion that states what I did other than claiming things. Are we not talking about this tonight?

Ali: No we will not be talking about this tonight, this is just an announcement

David: I think it is not fair to me because I only have one day to defend myself. It seems as though the motion says that I am communicating with CUPE and giving them confidential information

Ali: The motion is crystal clear.

David: I mean I just got this 5 mins ago and to me it seems as though I have communicated with CUPE, I mean that's what it says on the first page

Chair: David the discussion will happen tomorrow

David: What if I was not able to attend the board meeting tomorrow or look after this? Doesn't anybody think this is against the spirit of the constitution. Will I have less than a day to respond to these claims?

Alli: You will have time during the meeting tomorrow

David: I am formally lodging a complaint that this isn't fair

Ali: This will be under that other business section of the Agenda

Chair: Vote to add this notice to the "other business" section of the Agenda

Second: Vaishali Result: PASSED

Moved: Ali Yousaf Seconded: Alex Result: PASSED

5. APPROVAL OF THE MINUTES

MOTION 2020-12-18 A04: Appendix A

BE IT RESOLVED THAT November 24th, 2020 minutes be approved as presented in Appendix A.

Moved: Ali Yousaf Seconded: Akif Result: PASSED

6. OTHER BUSINESS AND ANNOUNCEMENTS

a. Updates

i. Audit Updates

Ali: We have been working on the Audit it has been going smooth. We are looking to have it completed by January

Priya: We have been working to complete 2 years worth of audits. We are very deep into it right now and they are asking very in-depth questions about the 2018-2019 year as you can imagine. I have asked the ED and the executive team to help me right now to scan all documents. We are in good standing with the auditors. We need to make sure we file our not for profit taxations, We have been going into the office almost everyday for the past month

ii. Staff

Reanna: I have been working on the collection of materials for the upcoming arbitration we have for the layoffs/terminations for the unionized staff, I have also been working on some administrative things that we did not have time to do last year, like set-up ryerson accounts for me and Priya so that we can properly manage the CB payroll and making myself the Initiator and Priya the Validator. On that topic I have also been working with Usama to ensure that all student groups have proper ryerson.ca account set-up. Some good news to add is that class composites are available online on the RSU website under services and grad photos, student can download a free class composite for their faculty. We are also starting bargaining with the Union for the CA since the time for renewal has approached. I will be working with Ali to make changes to that. We have also posted a part-time staff position to help out Student Issues and Advocacy full-time staff member. It seems as though this year has had a greater amount of appeals than in the past, I think this is due to the online learning structure. I have also asked to start the hiring process for the CRO since elections will look very different than past year. Lastly I have been trying to do whatever I can to help with this audit mostly scanning and pulling documents.

Steph: There was an option to switch the credit/no credit option. Since you were saying that there have been more appeals than usual I think this might be an option to look into.

Siddhanth: This is something that I am already working on.

Alex: The raise hand button is at the bottom by participants, but it seems as though people aren't seeing it. I understand that there are some on-going arbitrations, do we need to wait for that to be settled before we start the bargaining process?

Reanna: We still have some members from 1281 working at the RSU however the arbitration does not interfere with bargaining. The union will select an RSU staff member from 1281 to join their bargaining team but they also have a team of representatives that work for 1281 that will work on bargaining as well.

Priya: In the last couples of weeks we have sent cheques for the grants. We continue to process cheques for all of the Student groups. We continue to answer any questions about what is and isn't covered. I am also working on the workbook that used to be used in the past, so I'm working on fixing that. Keeping up with the normal paperwork we get from the University. I'm also keeping up with all building finance work (eg. Paying rent). I have been collaborating with the VP equity to ensure that everything planned is within budget.

Steph: This might not be related to Priya's update but I had a question about the tuition insurance. It says that we are covered up to \$10,000 if we are sick or cannot complete the semester. I know that the University also offers one, so can they apply for both? Or do they work in conjunction with each other

Ali: So that is a health and dental question. They will be able to apply for both.

Priya: I can pass on the greensheild contact if you would like to pass it onto the family

iii. Executives

Ali: There has been a few things I have been working on. We have been in the office everyday. We have been working on the audit and there is a lot of documents needed for arbitration. My personal time has been spent for the arbitration and audit. We are working with athletics as well to plan a few events. We have worked with the University for the COVID grant, about 90% of those cheques have been cut and mailed. Sid has been working on grade or no grade option

Vaishali: To start off with all of the ECS centers are all on break as of December 11th. So we have been putting together some holiday graphics and notices. I am planning on having an equity giveaway week. We have made a podcast logo and we are planning on working on the podcast. The RSU food box will be launched today, there will be a google form provided where people can sign up. There is a delivery and pick-up, I have been working on an app just for Ryerson students. The application is good to go and it is customized for Ryerson students

David: So this is like the good food box? It is the same program?

Vaishali: No I just named it RSU foodbox. It's kind of like Instacart, except it's a specific app that is only for Ryerson Students

David: How are we going to approve new people using the GFC I believe there was an interview process

Vaishali: There will be specific questions asked on the Google form

Siddhanth: We have been looking for a part-time staff for Jose. We are looking to do culture Jam during Winter Week of Welcome. I have also been working with the policy review committee

Alex: How long have you been aware of these issue with Grade appeals? How long have we been lobbying for credit/no credit option?

Siddhanth: We have received a lot emails in the past week during finals week/season

Alex: What point in the process are we at? Is this something we can get done before grades are finalized?

Siddhanth: The advantage that we have is that grades are not final under 1st week of Jan. I'm hoping we can settle this within the next week or two. I'm really hoping that we can do this

Alex: What about if everything does not go perfectly? How does the process work? Do you need to have meetings with University staff?

Sid: It usually starts with the provost position, and then it goes to the senate, so it depends how they vote on it. If god forbids that it does not happen, the last way would be to take it directly to the senate board. I am a member of senate and I can bring it directly myself

David: Yea just a question, you said you are planning on working this out in the next week or so because the deadline is January 7th. How do you plan on doing this if the University will be closed as of tonight at 5pm

Sid: The University staff stop working on December 24th

Ali: and Sid and George are both on senate so they can bring it to the senate board as well

Liora: For the past month I have been finishing up the COVID grant, there was a lot of student inquiries. I have been accommodating all students that have gotten the grant. 90% of the cheques have been mailed out, of course there has been some mailing delay. I have been responding to many questions about grad photos. I have been covering the info@rsuonline.ca email address since a lot of questions have been going to that address. We are creating the board honorarium application. I have been social media strategizing and working with our graphic designer. I have been working with Vaishali to support with the good food app. Things have slowed down as the holidays approach

Usama: We are starting to plan for WOW. We have a lot of cool things planning, and working on events for student groups. We are trying to organize the student group summit. I have been working with Ali and Reanna to get the ryerson.ca account up and running for better communication.

Ali: Just to add on for the student groups part. Basically right now if the groups need their account summary they would book an appointment and look at their account statements. Right now we have been working on automating that, we want to create a software using VBA language where a report will be automatically generated every month. This way groups will get automatic account summaries

David: I have a question I sent in an email since were talking about course unions and student groups have we found a way to get the reps?

Usama: We are trying to find a way that would be fair to elect people and hold the meeting

OTHER BUSINESS

MOTION TO REMOVE A DIRECTOR

WHEREAS each director elected to the board of directors (the “**Board**”) of the Ryerson Student Union (the “**RSU**” or “**Corporation**”) is a fiduciary for the RSU;

AND WHEREAS the fiduciary duties of each director require, among other things, directors to act in the best interests of the RSU;

AND WHEREAS the Board constitute the Corporation of the RSU as management and employer in employee and labour relations;

AND WHEREAS the fiduciary duties of each director further require, among others things, that each director maintains a duty of loyalty to the Corporation, which duty encompasses the obligation not to act in a manner that it in conflict with the interests of the RSU and to maintain the confidentiality of the RSU’s confidential information, including in labour relations;

AND WHEREAS each member of the Board has entered into a non-disclosure agreement with the RSU wherein each Board member has agreed to hold in confidence the confidential information of the RSU to which such Board member has access as a result of their position on the board of the RSU;

AND WHEREAS the Executive Committee has been provided with evidence that a member of the RSU board, David Jardine, is rendering advice, assistance and confidential information to a party adverse in interest to the RSU in labour relations, litigation and collective bargaining, namely the Canadian Union of Public Employees (“**CUPE**”) Local 1281, its officials and its individual member-grievors;

AND WHEREAS such cooperation with an adverse third party, CUPE, and its members directly conflicts with the best interests of the RSU and is a contravention of the David Jardine’s fiduciary duties to the RSU and duty of loyalty to the RSU;

AND WHEREAS some of the information shared with CUPE by David Jardine was only provided to David Jardine during *in camera* sessions of the Board;

AND WHEREAS Section 8.13 of the RSU By-Laws (the “**By-laws**”) provides that, “Any member of the Board of Directors attending a meeting of the Board of Directors or any committee of the Board of Directors held in camera shall be deemed by their attendance at the meeting to have undertaken to respect the confidentiality attaching to the proceedings of the Board while sitting in camera and that they will not, without the consent of the Board, communicate to any third party in any manner whatsoever, other than to a member of the Board, or an Officer of the Board, anything concerning any matter or decision discussed or made at such meeting”;

AND WHEREAS the Board of the RSU believes it is in the best interests of the RSU to impeach and remove David Jardine for acting in a manner that it is not in the best interests of the RSU and contrary to their duty of loyalty to the RSU;

AND WHEREAS Section 2.3 of the By-Laws provides that, “The position of a Director shall be deemed vacant if a person currently functioning in that capacity:.... (e) is removed from office by a resolution, of which advance notice must be duly given at no later than one (1) Board meeting prior, passed by a two-thirds majority vote of the Board of Directors; or (f) is a member of the Executive and a resolution, of which advance notice must be duly given no later than at one (1) Board meeting prior, providing for that Director’s removal from office is passed by a two-thirds majority vote of the Board of Directors”;

AND WHEREAS Section 8.13 of the By-laws provides that, “If any Director is found, by a two-thirds (2/3) majority of the members of the Board of Directors present to be in violation Article 8: paragraph 8.13, they shall face consequences to be decided upon by resolution of the Board”;

AND WHEREAS the Board has determined it is in the best interests of the Corporation to remove David Jardine as a director of the Corporation for breaching their fiduciary duty to the RSU, violating their duty of loyalty to the RSU, and breaching their undertaking to maintain the confidentiality of an *in camera* session of the Board.

NOW THEREFORE BE IT RESOLVED:

- 1) David Jardine is hereby immediately removed as a director for breaching their fiduciary duty to the RSU, violating their duty of loyalty to the RSU, and breaching their undertaking to maintain the confidentiality of an *in camera* session of the Board.

Moved By:

Seconded By:

Result:

7. ADJOURNMENT
MOTION 2020-12-18 A07

Ali: the meeting link for tomorrows meeting will be sent out tomorrow. It will be at 12pm

Alex: Will this Agenda be sent out prior? Or will we get it last minutes

Ali: There is only one motion on the Agenda

David: I would like to announce that it is 7:03 and last week we were told that this meeting will take a long time and that is why we are having two

Ali: I just said it would be 2 meetings

David: Last week on the call I asked if we can merge them into one

Ali: According to the bylaws its not possible. I would have loved to have just one meeting

Steph: I asked why there was two meetings? I asked if we can fit it all in one meeting

Ali: There is too much info for one meeting. I would have had the meeting last week but as you know one board member could not attend the meeting. I did what I could to have the meeting last Saturday.

David: Can I be told what I am being accused of? Does this mean I spoke with some member once? Or I forwarded confidential information? I mean I have spoken to people at CUPE. People tweet me and I tweet back? What am I being accused of? Did I forward an email? I feel like it is fair to know, I feel like it is fair for me to know what I did so that I can respond

Ali: Yes you will have the info during the meeting tomorrow

Alex: Since Ali was kind enough to bring it up I for the record want to object to the president of RSU for putting blame on a board member for waiving the right to hold a board meeting. Especially because we have discussed the hostile environment of the board, I feel that this is unprofessional and inappropriate behavior. I don't care very much, I have worked with much scarier people than you before Ali

Chair: Okay that is enough, we need to give everyone a change to speak

Ali: Tomorrow I will have more than enough proof to show to everyone. I have been trying to keep my mouth shut for a long time. I called the meeting when I have been notified of certain things. I'm not blaming anyone for anything.

David: You mentioned stuff about toxic stuff? Is that something I am also being accused of?

Ali: I will address this tomorrow

David: Can I have more info please?

George: I find it problematic that we are not giving someone the facts of what they are being accused of.

Ali: Everything is crystal clear in the motion, nothing will come outside of this motion. When we show everything tomorrow you will know

David: I want to bring up the fact that I do not think you are going to do this, I don't know who put this motion in. People on campus have tried to fake accounts that are me, and I know Ali that you have come to my defense about this before. But I genuinely do not know what this motion is about. I have a couple guesses as to what could be misconstrued against the RSU. Can I please be told individually the things that are being levied against me. How much evidence will it be? Do I need to prove that it is fake on the

spot? I don't know what will be shown tomorrow. It could be fake stuff. I feel like I should be given two hours notice. I don't know what else to say.

Ali: I believe with the evidence that I have, the last thing that I think would be argued is that the evidence is fake.

Alex: Can we please stop talking as if David is guilty. Or as if David knows what evidence you are talking about

Ali: I will show it to you tomorrow

David: I promise that I have no idea what it is. Is it about me talking to a CUPE person? It said that I purposely worked against the RSU? Why would I work against the RSU and then attend these meetings? I genuinely don't know what it is in reference to. I would like to ask that you share this info with me. I find it worrying that you are not willing to show me it. If it was irrefutable proof then there is nothing that I can do.

Ali: The by-laws say that you needed to be given notice so I'm just following that.

David: It just says there needs to be 1 meeting before the impeachment. It does not say that we cannot have a discussion right now

Chair: We are going around in circles and I believe it is very clear that all of the discussion will happen tomorrow. I would appreciate it if we can adjourn this meeting because it is keeping people back

David: I just pointed out that we can discuss it, it does not say that we cannot discuss this, I am given notice that I am being impeached tomorrow and I have no information. Reanna can I ask you how the impeachments were done in last year?

Reanna: The notices were usually mailed in and added the Agenda. During the board meeting the Chair would read the notice out loud. During the second Board meeting there would be a discussion about the impeachment, and it would go to a vote after

Chair: I would like to give Alex and Steph a quick word. We need to be respectful and be careful about the way we address each other

Alex: Just so we all know what it is, can this motion be read during this meeting?

Chair: ** reads motion **

George: Just looking and to do this property then shouldn't we just be looking at if there was a violations and vote on that? And then vote on if they should be impeached?

Ali: You're looking at 8.15 but if you're looking at article 9 it says it has to be done through 2 meetings

Steph: I did want to bring up again, I think this is the 3rd time that we have rushed to adjourn the meeting. I know I have been short sometimes, but that is because we have not been given answers, and sometimes executives are given more power than others. I don't think we should rush to adjourn the meeting when we were rushed to have 2 meetings and its only been 1.5 hours.

David: Questions for Ali – you said tomorrow the meeting is at 12 but the email says 6:30

Ali: Its 12

Alex: Why is the timing being changed when we were told it was be 6:30

Liora: 6:30 was the time for the meeting last week. The meeting that didn't happen

Ali: I send an email stating the 2 meetings and the timing as well. 6:30 was the last meeting

David: My mistake I got the emails mixed up, 6:30 was the timing of the meeting last week

Chair: Steph did bring a good point, we should allow people to talk. We can have any discussions and the floor is yours. If anyone has any questions or clarification then the floor is yours

Ali: We can move to the next motion on the agenda

Steph: We can move forward now, but when we were speaking, we were being told to stop and to adjourn. But I suppose we can adjourn now.

BE IT RESOLVED THAT the December 18th, 2020 meeting of the Board of Directors be adjourned.

Moved: Ali Yousaf

Seconded:

Result: PASSED