

## Minutes #4

Board of Directors Meeting  
August 17, 2016 @ 6:00pm – UC 442

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### ATTENDANCE

**Chair:** Joshua Ofori-Darko

**Scribe:** Jack Fisher

**General Manager:** Dave Eaton

### Commissioners

Zoey Ross      Communications & Corporate Affairs

Miriam Kearney External Affairs

Meghan Wing   Academic & University Affairs

### College Government (Appointed):

CPESSC    Charlotte Chau

CVSA      Courtney Tait

CASU      Aidan Paskinov

### At-Large (Elected):

CSAHS     Ryan Bowes

CPES      Mohamed Ahmed

COA       Peter Miller

### Student Organizations (Appointed):

GQE       Kaitlin Russell

IHC       Wolfgang Kaufman

GBSA      Jamal Demeke

### Regrets:

Ryan Shoot Finance & Operations

CBSSC     Claudia Idzik

CSAHS     Beth Whan

OPIRG     Elizabeth Cyr

GRCGED   Olivia Boonstra

SSC       Lindsey Fletcher

CPES      Michaela Spencer

OAC       Spencer McGregor

CSAHS-SA Keely Kavcic

### Guests:

Mohammed (CEO)

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### 4.0 Call to Order at 6:24pm

#### 4.1. Land Acknowledgement

#### 4.2. Adoption of the Agenda

##### 4.2.1. Motion to Approve the Agenda

**Moved:** A&UA **Seconded:** CASU

#### Discussion

**Motion:** Addition of 4.9.1

**Moved:** C&CA **Seconded:** CSAHS-At Large

**Motion carried.**

**Motion** to strike 4.8.2

**Moved:** A&UA **Seconded:** GQE

#### Discussion

- A&AU: We don't have a specific name eligible to replace with.
- **P.O.I.** CASU: will a new notice of motion need to be put forward if the name is to change again?
- Chair: yes

**Motion carried.**

- **P.O.I.** C&CA: When we get to the bylaw change can we talk about it?
- Chair: yes
- CSAHS At-Large: I have an update about something we talked about last time.  
\*the board tries to clarify the question\*
- Chair: Does it pertain to the audit or exec responsibilities?
- CSAHS At-Large: Executive and Board responsibilities.

**Motion:** Addition of 4.9.2

**Moved:** CSAHS At-Large **Seconded:** COA At-Large

**Motion carried.**

#### Motion carried

#### 4.3. Comments from the Chair

- Nice to see you all again.

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### 4.3.1. Introductions

Skipped.

### 4.3.2. Ratifications and De-ratifications

None.

## 4.4. Approval of Past Board Minutes

**Motion to move in camera at 7:15pm**

**Moved:** A&UA **Seconded:** CPES At-Large

**Motion carried.**

### 4.4.1. Approval of Board Meeting Minutes #3 – July 20, 2016

**Motion to approve the board meeting minutes from July 20, 2016**

**Moved:** GBSA **Seconded:** CSAHS At-Large

**Motion carried.**

### 4.4.2. Approval of In-Camera Board Minutes #3– July 20, 2016

**Motion to approve the in-camera board minutes from July 20, 2016**

**Moved:** CASU **Seconded:** A&UA

**Motion carried.**

**Motion to move out of camera at 7:28pm**

**Moved:** CASU **Seconded:** External

**Motion carried.**

## 4.5. Executive Reports

### 4.5.1. Academic & University Affairs Commissioner – Meghan Wing

- Assisted SAS last Thursday and Friday to hire a new advisor for students with visual and auditory disabilities. SAS has two new positions.

### 4.5.2. Communications & Corporate Affairs Commissioner – Zoey Ross

- It has been a wonderful experience planning orientation.
- Alesia Cara is coming to Guelph.
- Spent a lot of time looking at emails and complying with AODA applications.
- Dealing a lot with elections. Making sure the all candidates package is up to date.
- We have an events schedule for CSA events available to anyone.
- Lots of collaboration; the Mayors office is collaborating, although the mayor will probably not come to the event.
- The mayor wants to show the CSA the cities budget at a future board meeting. I will hold him accountable.

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- We are now on the Guelph communications list. Any big stuff that happens in the city will now be informed to us. Eventually the Local Affairs position will take this over.
- Any information about my part of the package feel free to ask. Email: csatalk@uoguelph.ca

### 4.5.3. Finance & Operations Commissioner - Ryan Shoot

### 4.5.4. External Affairs Commissioner – Miriam Kearney

- Out of the sexual violence awareness committee is a new campaign called Stop. Ask. Lots of cool swag coming from it.
- CASU: What's it about?
- Miriam: consent. It targets many areas of consent from sex activity
- CSAHS At-Large: Is it replacing the consent is mandatory campaign?
- Miriam: No.

## 4.6. Committee Reports

### 4.6.1. Finance Committee Report

- A&UA defers to CPES At-Large
- CPES At-Large: We granted CSA O-week \$1000 because they are over budget. Approved meal exchange money for cross campus events.

## 4.7. Director Reports

### Jamal Demeke – GBSA

- Health and Dental met and talked about Feeling Better Now aimed at mental health.

### Wolfgang Kaufman – Interhall Council

- Met with Miriam

### Mohammed Ahmed – CPES At-Large

- Finance committee met. Also met with CPES.

## 4.8. Business

### 4.8.1. (Info) (Oral) Orientation Update

- C&CA: Interesting event: Soulful Expressions – allows marginalized folks to come out and enjoy art and spoken word at the bullring. We are also trying to get more funding for a concert. We are also teaming up with CFRU and DHR for a corn roast and concert. All of which is aimed at destigmatizing mental health. Ryan put in a huge amount of work with the concert, Meg with dog days, me with other stuff, and Miriam with soulful expressions. We have been so amazing as a team. We work really beautifully together. If you want to see the schedule of our events I can

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email it to you. Our events will also be in the o-guide and we have a lot of them. Dunk tank is the only water based event ever.

- Our relationship with athletics is really improving. We felt like we weren't engaging enough with the schools spots culture. We will be helping to advertise games ad help school spirit on campus.
- GM: soulful expressions is currently looking for artists/students of colour who can perform poetry or music. Anyone e can reach would be awesome. Email GM, Zoey, or Miriam so we can showcase students of colour in the community

### 4.8.2. (Info) Schedule of election and AGM dates

- C&CA: This is simple. We have a schedule of proposed dates and when they will happen. Dates are in the package.
- GQE: Since there will probably be a bylaw change about referendums, will there be a time crunch for the elections?
- C&CA: I don't know how to answer that. I want to table this.

#### **Motion to table**

**Moved:** C&CA **Seconded:** CASU

**Motion carried.**

### 4.8.3. (Info) Candidate Package – Fall By-election

- Mohammed (CEO) – Does a presentation about the package and introduces himself/describes the package. Re outlines the rules.

## Discussion

- IHC: IHC has the power to put posters up in res. Can we give candidates permission to poster in residence?
- CEO: Candidates should be allowed to poster in residence without your explicit permission, other wise it is unfair and could be biased.
- IHC: Our board needs to approve postering so they would need to petition our board.
- Chair: in the past IHC provided boards that elections could use
- Chair: \*reads bylaw 2 because the package needs to be approved before elections\* When do elections start?
- A&UA: the 14<sup>th</sup>
- Chair: good

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- A&UA: as part of our elections, I will have a list of all classes as part of our promotion strategy
- C&CA: said nothing

### 4.8.4. (Action) Appointment – Transit Committee

#### Discussion

- CASU: what is it:
- A&UA: all of our negotiations with transit. The CSA and GSA are part of this. We meet with senior staff from transit. About two meetings a semester. Possibly less than that. Our recent meeting spoke about late night bus service.
- \*CASU volunteers\*

#### Motion to appoint members to the Transit Committee

**BIRT Aidan Paskinov be a member of the Transit committee**

**Moved: IHC Secoded: A&UA**

**Motion carried.**

### 4.8.5. (Action) Appointment – Standing Referendum Committee

#### Discussion

- GM: if you have your policies in front of you, look at Blyaw 2 section 8. At least 2 directors and ceo. They deal with all things referendum

#### Motion to table

**Moved: C&CA Secoded: CASU**

**Motion carried.**

### 4.8.6. (Action) Appointment – Elections Appeals Board

#### Discussion

- GM: Policy manual appendix J. Resides over minor campaign refractions. This board needs to sit during campaign times. 3 directors who are not commissioners, and 2 members of the CSA. No less than 40% female on the committee At least 2 people need to be female.
- GQE: I wont be a board member, so can I be one of the csa general members?
- GM: there is another process for that, you can apply that way
- CPES At-Large: What's the time commitment?
- GM: It could be busy or not.

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- Chair: You are handling appeals, so if there are no appeals, you'll have no problem
  - CVSA/CSAHS At-Large/COA At-Large: I volunteer
  - CVSA: How will we get 40% female?
  - Chair: It will be a board decision
  - A&UA: Who is the chair?
  - Humble Scribe: It is determined by the committee.

### **Motion to appoint members to the Elections Appeals Board.**

**BIRT Courtney Tait, Ryan Bowes, and Peter Miller be members of the Elections Appeals Board.**

**Moved:** Ext **Seconded:** GQE

**Motion carried.**

#### **4.8.7. (Action) Approval – Finance Committee**

- A&UA: the committee met last week to talk about four different proposals. Our bylaws state that if the request is more than 2000 it goes to the board for approval. There was one request over 2000. It was put forward by me on behalf of CAPCOM.

#### **The Pitch**

- Whole proposal is in the package. Aims to create a Mission Vision and Values document that can be used by the corporation to set future goals and determine if their goals have been achieved. The CSA is a highly transitional environment, so it is difficult to have long term goals. This process will hopefully help for the next three to five years. Set specific and measurable items. Recommends that this process is performed every three years if it can be done this year. It is the mandate of Capcom to help with this. The document will include what is the mission vision and values of the organization. The end goal of this process to have the final document. Because the CSA has so many members, the process will be lengthy to determine what we stand for and what we are about. Every student's opinion matter and will cont. Many consultations will need to happen. CAPCOM is recommending hiring an unbiased official to lead this project and the consultations. We want to hire an external facilitator. It will rely on student and staff consultant. The facilitator will work with Capcom to bring the document to the BoD by the first board meeting of the winter semester. There are three options for this facilitation. Rebecca Sutherns, Pearl Streets, DISC Model or the University of Guelph Org and Management solutions. CAPCOM recommends that Sutherns is hired. CV included. She has worked for SL and comes highly recommended. She has also done a whole bunch of different stuff and over 15 year experience.
- We've done some tours of other associations. Some with only 500 students ask us what our mission statement is and they have mission statements. For the health and dental meeting, we are the largest school. Since we don't have a mission statement, we could

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say that our mission statement is to get drake and run nothing else.

We talked to each company and got them to price Mod what the cost could be. We don't know how much it will cost. asking for support in requesting a maximum of \$10,000 in funding.

### Discussion

- CPES At-Large [representing the finance committee]: Based on what Meghan said and based on our budget. It can be done. And looking forward it is very good for the long run of the organization. Although \$10,000 isn't a cheap thing, if we can get it done and get it done right, then that would help mitigate costs in the future. With that being said, [the finance committee] suggests that you approve it. There is a surplus of money to draw from.
- A&UA: The role of the financial committee is to find out if we have the money to fund something, they cannot lend support to a cause, but they can say whether or not we have money.
- GQE: It says there were three organizations included. Which org is Sutherns from?
- A&UA: the cost isn't actually for that specific facilitator; it is just to guarantee the budget for **a** facilitator. We were simply given an estimate.
- CPES At-Large: I think this is a fantastic idea. I want to put this out there for everyone. We are a large organization and we should have a mission vision and values statement for everyone. We need to put it in peoples faces. It helps us stay on course.
- COA At-Large: As of right now, I'm against this motion. I think we should look at other student organizations first. If we look at our policy, we could find a mission statement there that... A vision is a big thing. That sounds like a strategic plan. I think it should be someone who has been involved with student unions before who helps us write it. I think we should vote against this, because there are areas of the CSA that an external facilitator would not understand. This money could be going towards an area of the CSA where money is lacking, like the foodbank.
- C&CA: I want to speak in support of this. Last year CAPCOM didn't have much time to speak to these issues. Having this professionally done is a good investment and a step forward. Investing in this is not taking away from the foodbank, it is helping the organization. An influx of cash is not a sustainable solution for the foodbank. New tactics need to be introduced to deal with foodbank issues. The surplus that this request would be drawing from is for new, innovative projects
- CSAHS At-Large: I want to speak against this. A lot of this is implied in our policies. \$10,000 is an exorbitant amount of money to spend on a statement. A motive behind a document like this is to legitimize the organization and actions that we take. I believe that this organization has functioned for a very long time. That money would be better put towards things like Peter said. I don't know how this will fundamentally change the actions of the CSA
- A&UA: in favour. I want to address some of the concerns that have been raised. Surplus is a one-time thing that can be used only once. We are working on the foodbank issues. What is not involved in our bylaws and policies is what our members actually think. Many of the people who wrote those policies who are no longer here, and the situations they were written to deal with were for people who are also no longer here. We want to talk to the students who exist on

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campus - the people who we are actually responsible to. Furthermore, we need this internally; it will let our permanent staff, our directors, our executives see what our directive is as determined by our members [the students of Guelph]. One of the purposes of CAPCOM is to find the structural deficits of the organization. This project has been seen to be an integral piece of the CSA that is missing. This missing piece has caused negative effects in the past. I am up for the challenge, are you?

- Chair: Found the bylaw that people keep mentioning about the surplus: bylaw 2 section 2.2 and 2.3
- Scribe: \*clarifies surplus details using the minutes from the Finance Committee. There is a \$25,000 surplus that is carry-over from the year before and is meant to be aimed at innovation\*
- CASU: It's \$25000? Wow. Since everyone is thinking about the students, why don't we put forward a referendum to the students. Plenty of students don't know what the CSA is or what they do. This could be a chance to let students know that they could have a say here.
- CEO: I do a lot of planning stuff. Bylaws 2 does have a rough mission/vision/values. I did some planning for Opirg Peterborough and what they found is that for OPIRGs in a variety of places there is a designated staff that does the visioning, the average cost for an external person is about \$5000.
- GQE: I want to speak to what it would mean for the CSA. A few meetings ago we were talking about the difficulty getting people engaged. At face value it seems ridiculous because it's just one document, but the real work is really getting people to engage with the students. The real work and money is going towards talking to students which I think could really help students get involved in what they want. With regard to our current bylaws and policies: I was on the CSA elections appeals board when that one policy got passed about having 40% women. Our bylaws are very patchwork. We fix problems when we think they arise. Using these documents is not a sustainable solution. Instead of working from the bottom up. Working from the top down could solve a lot of problems. Our lack of direction put us in this situation in the first place. I support the motion.
- CPES At-Large: I brought up a point earlier. I would have been the same way before if I hadn't worked in my coop placement before at Johnson and Johnson. It was nice and easy to understand and really provided direction for the company and drove it forward and made the company successful. Since the surplus is there I think this is a really great way to bind the CSA to what it should be.
- A&UA: wave
- Peter Miller: I'm not against the Mission/Vision/Values. But we should look at other schools and what they've done. It would be beneficial if we didn't spend such a lofty amount on something like this
- A&UA: Part of why I'm coming to you now is because I really want to get this process going. It was brought to CAPCOM in June and we've been waiting for it to get going. The goal is to get this document done by the end of the Fall semester. We have a huge list of things we want to look at this semester. We want to get this done as fast and accurately as possible because of its importance. I put a lot of hours researching various companies and due process and bylaws and

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I am coming to you on behalf of the committee to say that the time has been put in to ensure that the process will be done the right way. While I do respect what other schools have done, I'm stressing a time component and I'm telling you that the process is already researched and started.

- CSAHS At-Large: I need some clarification about what this person would be doing? They reach out to students? I believe in the mission statement, but I need to know what the process is that they are going to take. I am supposedly supposed to be going and talking to my peers and finding what they need. What will the person be doing differently? why do we need to do it now when we haven't needed it in the past few years that we need to do it now?
- A&UA: They will be collecting information in a variety of ways based on their personal opinion. They will be conducting research. They will go through the responses that are returned from focus groups and consultations. They also have a lot of experience accurately forming a document from all of the input. It is extremely hard to take qualitative research and portray it as an end product. Not only are they taking the student input and working with us, but forming the document and creating measurable items within the document that will help us do what the students actually want us to do. That is something that needs a lot of expertise.  
It is important to do now because although we have been functioning, [the CSA] has not been functioning efficiently, accurately, or as an active reflection of students on campus. CAPCOM highlighted this as the most important area to improve the functioning of our organization
- IHC: I want to speak in favour. In our organization we talk a lot about governing documents, but for the broader student population there is a lack of accessibility of what we stand for. Most students won't read through the bylaws and policies. This brings an accountability piece. They can look at the values and measure them against our actions. Although the bylaws help us as a whole, they don't sum it up well
- Aidan: Call to question

**Vote: For: 8 Against: 3 Abstain: 1**

**Motion carried**

Zoey noted abstention

### 4.9. New Business

#### 4.9.1 (Previously tabled) (Notice) bylaw change: bylaw 2 section 5.4

A&UA: This is being put forth as a notice of motion to notify you that a motion will be put forward to change the following in bylaw 2. The first is under 2.2. We want to add "the executive committee" position to the by-election. We could fill it in the summer, but this doesn't say anything about filling it in the fall.

Section 5: referendum. Couple changes. 5.4 go from general elections to general elections or by-

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election. This will be sent to PBRC, but the by-election is coming up fast and we need to change this to fix it for people who may want to ask a question this time 'round.

### Discussion

- Chair: for consideration look at bylaw 1 because it does speak to executive vacancies, and for the sake of consistency bylaw 2 section 5 speaks to how far in advance referendum questions can be submitted. So you might want to speak to that in this amendment.
- C&CA: there's a caveat to this plan. As per the schedule the question needs to start to tomorrow, but in reference to bylaw 5.3 and bylaw 5 in general, it speaks to only the general election for referendums, but I can't read your mind and know how you'll vote on September 14<sup>th</sup>.
- Chair: my recommendation is if there's something you want to stick to its elections and referendum. Since this a notice of motion, no action can be taken until we pass the bylaw.
- A&UA: Do we need to bring forward the specific wording?
- Chair: Yes. You submit the change in the board package, or you could do it verbally
- GQE: Question - probably for PBRC - with the changes about language, If the by-election doesn't happen, would referendums not be accepted?
- Chair: that's for the board to decide if this happens.
- A&UA: This is a rushed solution, but it needs to be ready by the coming semester.
- Chair: I want to stress election planning the semester before the election. Please use this time to communicate with each other and come prepared next time.
- C&CA: on this matter I will be taking direction from the CEO. I'm not comfortable undertaking this on my own. If the amendment doesn't pass at the next board meeting, but I'm struggling with the ethics of this. I will only be doing what I am allowed to be doing for any referendum I try to run.

### 4.9.2. (Previously Tabled) Executive and Board responsibilities

CSAHS At-Large: Last meeting we ended our in-camera session in private. Can I talk about it? This is a response.

**Motion to move in camera 8:06pm**

**Moved:** Csahs At-Large **Seconded:** A&UA

**Motion carried.**

**Motion to allow GM to stay**

**Moved:** Ext **Seconded:** IHC

**Motion Carried**

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### **Motion to move out of camera at 8:49pm**

**Moved:** CPES At-Large **Seconded:** CVSA

**Motion carried.**

### **Motion to recess for 1:00**

**Moved:** C&CA **Seconded:** CASU

**Motion carried.**

## **4.9.3. (Previously Tabled) (Info) Schedule of election and AGM dates**

### **Discussion**

- C&CA: Dates. We need to get stuff done by tomorrow.
- GQE: I think it's a good idea, but it might not make sense to shoehorn it in to this coming election.
- C&CA: Any student can put forward a question.
- COA At-Large: What are we voting on
- Chair: Nothing. The All candidates package needs to be approve by the board by September 14<sup>th</sup>.
- C&CA: They were presented as notice last time. This was in advance.
- Chair: You could approve the dates today, or both the dates and package on the 14<sup>th</sup>
- GQE: Are there any dates in the list of dates that are before the 14<sup>th</sup>?
- Chair: I recommend approving the dates today so that info about the nomination period can go out now. And it fits in with Zoseph's timeline

### **Motion to pass the election dates as presented**

**Moved:** CPES At-Large **Seconded:** C&CA Mohamed, Zoey

- **P.O.I.** C&CA: just so we're clear, that means tomorrow isn't on of them, or would the referendum dates have to be in that package as well?
- Chair: No. because referendums at a by-election are impossible.

**Motion carried.**

- Chair: next meeting we'll approve the rules of the election and talk about the bylaw 2 amendment

## **4.9.4. (Action) Standing Referendum Committee**

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- Chair: At least two board directors  
This is wordsmithing the referendum questions for students.  
Probably only one or two meetings  
This will be brought back in the Fall
  
  - \*no one volunteers for the committee\*
  
  - A&UA: Could commissioners be members?
  - Chair: No.
  - A&UA: but it specifies in other areas of the bylaws and not here?
  - Chair: Kaitlin said it is a patchwork of various bylaws
  - A&UA: but it says nothing. Technically we do count as a director.
  - Chair: yeah, no.
  - A&UA: We are literally directors in the bylaws.
  - Chair: \*reads the bylaw proving megs point\*
  - A&UA: so we are...?
  - Chair: I will stand by my ruling.
  - A&UA: On what grounds?
  - Chair: There is a clear distinction in my mind.
  - A&UA: I challenge the chair.
  - Chair: You need a temporary chair.
  - CASU: I appoint Mohammed [CPES At-Large] as temporary chair.
  - IHC: If I volunteer, and then I leave this board, would my successor take the spot?
  - Chair: no. It would be vacant.
  - CASU: I'll take one of the spots.
  - Tempchair: There is a challenge.
  - A&UA: I think the language in our bylaws is pretty clear, in some areas they're really patchy. In some cases, it says "must be filled by \_\_\_ of directors" or specify that it's not an executive. In this case it does not mention if the member cannot be an executive. I think that this ruling is slightly out of order.
  - GQE: I want to question some of the other language of other committees. \*gives a good example\*
  - GM: The language is inconsistent. We need to frame points in context of the challenge.
  - GQE: This is in the context of this. Executive hold a lot of power, so this could result in setting a precedent
  - CASU: What's the discussion?
  - GM: The chair's decision. However, this does not set precedent.
  - COA At-Large: I want to uphold the decision. This referendum committee speaks to directors. I have never seen directors on this committee.

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- A&UA: It says that we are directors, so technically this leaves room for directors on any committee
- CASU: I know we've discussed this as patchwork, do we need to look at each patch as a separate instance. It doesn't specify exec being different from directors. I vote not to uphold the chair's decision.
- GQE: I feel like exec should stay out of most things pertaining to the elections. It would be more kosher. To keep the people who would benefit from election, out of election entirely makes sense

**Vote to uphold the Chair's decision: For:4 Against: 6 Abstain:1**

**Motion to challenge the chair carried.**

**Vote for Josh to remain as Chair**

**Motion carried.**

**BIRT Wolfgang Kaufman, Aidan Paskinov, and Meghan Wing are the new members of the Standing Referendum Committee**

### 4.10. Announcements

Skipped.

### 4.11. Adjournment at 9:30pm

**Moved: CVSA Seconded: CASU**

**Motion carried.**

Approved by the Board of Directors on

Date:

\_\_\_\_\_

Signed

Date:

\_\_\_\_\_  
Joshua Ofori-Darko

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Board Chair, 2015-2017

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Signed

Date:

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Zoey Ross

Communications & Corporate  
Affairs, 2016-2017