

Annual General Meeting Agenda

Monday, November 30, 2020

5:30 pm – 7:30 pm

Zoom Webinar (online)

1. Call to Order
2. Acceptance of the Agenda
3. Report on Audited Financial Statements
4. Auditor Appointment for 2020/2021
5. President's Report
6. Proposed Bylaw Changes
7. Meeting Adjournment

Annual General Meeting
Monday, November 30th, 2020
Minutes

- Executives:** Clinton Fernandes – Chair, Downtown Campus
 Yasmin Gardy – VP Equity & Sustainability
 Sean Green – Chair, School of Computing & Academic Studies
 Sungwoo Kim – Chair, School of Energy
 Charles Abraham Mah – Chair, School of Business
 Claire McCallum – VP External
 Matthew Miller – VP Student Experience
 Mina Ariana – Interim Chair, Schools of Transportation,
 Construction, & the Environment
 Skye Nguyen – VP Finance & Administration
 Richard Park – Chair, Aerospace Campus
 Hunter Sones – President
- Staff:** Roland Gagel – Director of Finance
 Caroline Gagnon - Executive Director
 Crystal Man - Administrative Coordinator
 Stewart McGillivray – Government Relations Strategist
- Satellite Councillors:** Ashley Obeck – Marine Campus
- Councillors:**
- | | |
|-------------------------|-----------------|
| Navin Basran | Jenna Kim |
| Eileen Bui | Brianne Lee |
| Robert Chamberland | Jasmine Lee |
| Karel Chanivecky Garcia | Baldeep Litt |
| Maria Davis | Elisha Loh |
| Paramveer Dhaliwal | Ryan Lounds |
| Ian Ertzinger | Queenta Ngoe |
| Tanya Fuchs | Yasmeen Pomeroy |
| Khadija Glover | Bethan Pugh |
| Ruby Hsu | Felix Ruttan |
| Alyssa Ilich | Jeremy Shepherd |
| Supreet Jhudge | Rajdeep Singh |
| Hoang Khoa | Nikita Zaitsev |
- Regrets:** David Britskey
 Alina Ivanets
 Takeshi Keber
 Danny Zaporozan – Chair, School of Health Sciences

Members: 14 Students

Guests: Renee Martin – Smythe LLP
Kristine Del Rosario – Smythe LLP

1.0 Meeting Called to Order

The Chair, Hunter, calls the meeting to order at 17:32 (49 voting members, including Chair).

2.0 Acceptance of the Agenda

Motion:

Be it resolved that the BCIT Student Association President, Hunter Sones, be chair for the Annual General Meeting.

Moved by: Hunter Sones

Seconded by: Claire McCallum

47/0/2 Carried

Motion:

Be it resolved that the Annual General Meeting's agenda be accepted as distributed.

Moved by: Hunter Sones

Seconded by: Clinton Fernandes

44/0/5 Carried

3.0 Report on Audited Financial Statements

- Hunter introduces Roland Gagel, BCITSA Director of Finance. The 2019/2020 Audited Financial Statements and financial highlights from the previous year are presented.
- Roland introduces Renee and Kristine, auditors from Smythe LLP, our contracted auditors.
- Audit was conducted in accordance to applicable standards. Renee affirms that the audit was conducted without any issues.
- See attached.

17:56 Three students enter. 52 voting members.

18:13 Four students leave. 48 voting members.

18:19 Councillor enters. 49 voting members.

Discussion:

- It was mentioned that Pavilion runs at a deficit. How can this be improved in the future?
 - After students return to campus, the focus will be to establish the menu for the grill and determine proper staffing levels. Management will be continuously

- monitoring performance to maintain good control over staffing levels, costs, and prices.
 - Improving marketing to students will be another key focus.
 - Staff are confident that there will be improved performance next year.
- Prior to COVID-19, there were already statistics showing that the Habitat pub was not very popular. Are there any contingency plans to pivot operations and commitments in the event that things do not return to normal?
 - The pub will remain closed until there is a significant student population back on campus. The expenses related to the pub are as low as possible this year.
 - The pub is a service that students will always want and has consistently made between \$850,000 to \$900,000 of revenue per year.
 - Management will continue to evaluate and adjust to reflect reality, to ensure that the Association continues to be financially sound and stable.
 - There is no specific plan as it is not possible to know what the future looks like. Guidance will come from Council and the Executive board.
- If the pub was profitable, then there is no need to pivot.
- The joint venture with BCIT was initially \$1.6 million. How much is it now?
 - The initial investment was \$1.6 million, and an additional \$176,000 was spent on capital investments to make the operation as efficient as possible in the future.
 - No further investments are anticipated.
 - The total investment is \$1.8 million and BCIT is responsible for half, as it is a joint venture.
 - The Student Association is the operator of Pavilion, and it is managed by an operating board consisting of staff from both the Student Association and BCIT to ensure that it is meeting student needs.
- Why are all of the loans from Vancity?
 - The banking arrangements of the Association are with Vancity.
 - When the Association initially approached the market for loans, Vancity was the only partner that was willing to provide a loan.
 - Other financial institutions were not willing to provide loans as the Student Association leases spaces from BCIT, so the bank cannot seize the properties and sell them if the organization were to default.
 - The current loans are commercial loans and not mortgages so it is not possible to get mortgage rates. It would be difficult to get better rates elsewhere.
 - These commercial loans are secured by cash flow rather than assets.
 - The Association continues to work with Vancity as they are very customer service-oriented and flexible.
- Due to COVID-19, cash flow has been decreased. How is debt currently being serviced?

- The Association is not anywhere close to being insolvent.
 - The financial ratios are improving and working capital is increasing again.
 - Cash flow is less but is still more than enough to cover debts.
 - The bank is satisfied with the financial performance of our organization to date and have no concerns that staff are aware of.
- Was any part of the Canada Emergency Wage Subsidy used to service debt?
 - The wage subsidy was directly tied to wages and was used to bring more staff back.
 - None of the funds from the subsidy were used to service debt, as the Association has the funds to make the payments regardless of the subsidy.
- What happens if things cannot get back to normal? What will Vancity do if the Student Association becomes insolvent?
 - Student fees are still doing reasonably well as they have only decreased by 5%.
 - There is no risk to the Association financially if current service levels are maintained.
 - Vancity has the right to call the loans back, but that would not be done without good reason and there is no good reason now.
 - It is not possible to know what will happen two to three years from now, so it is difficult to speculate.
- Is it safe to say that the Student Association is running on more than 50% debt?
 - It is not clear what is meant by 50% here.
 - The Association is currently at a ratio of \$1.40 net worth to every \$1 of debt.
 - The bank states that our organization can have up to \$3 of debt for every \$1 of net worth.

Motion:

Be it resolved that the BCIT Student Association accepts the 2019/2020 Audited Year-End Financial Statements as presented.

Moved by: Skye Nguyen

Seconded by: Sean Green

39/0/10 Carried

4.0 Auditor's Appointment for 2020/2021

Motion:

Be it resolved that the BCIT Student Association appoints Smythe CPA as the auditors for the fiscal year 2020/2021.

Moved by: Skye Nguyen

Seconded by: Felix Ruttan

Discussion:

- Have any alternatives been considered?
 - Not yet.
 - The next fiscal year would be the last year working with Smythe.
 - According to the Bylaws, the Association is required to change auditors at least once every 10 years. Next year, new auditors will need to be found barring any future Bylaw changes.
- To clarify, the motion is to decide if the same auditors should be reappointed and there are no other options available.
 - If students decide that they do not want to reappoint Smythe LLP, then staff will go through the process to find new auditors and a Special General Meeting will be called to appoint them.
 - It costs a significant amount of resources and time to find a new firm, and there is no reason to do so as there have not been any issues thus far.

18:28 Two students leave. 47 voting members.

Motion:

Be it resolved that the BCIT Student Association appoints Smythe CPA as the auditors for the fiscal year 2020/2021.

Moved by: Skye Nguyen

Seconded by: Felix Ruttan

36/1/10 Carried

5.0 President's Report

- Hunter Sones, President, speaks on progress to-date in 2020/2021 year.
- See attached.

18:40 Two students leave. 45 voting members.

Motion:

Be it resolved that the BCIT Student Association accepts the 2019/2020 Annual Report as presented.

Moved by: Hunter Sones

Seconded by:

39/0/6 Carried

6.0 Proposed Bylaw Changes

- Skye Nguyen, VP Finance and Administration and Chair of the Bylaw Committee, presents the proposed changes to the Bylaws.
- Summary of changes are attached.

Motion:

Be it resolved that the COVID-19-related amendments (pages 2-3) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

38/0/7 Carried

18:46 1 student leaves. 44 voting members.

Motion:

Be it resolved that the housekeeping amendments (pages 4-18) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

38/0/6 Carried

18:50 1 student leaves. 43 voting members.

Motion:

Be it resolved that the membership rights amendments (page 19) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

Discussion:

- Could this be explained further?
 - The Bylaws already had a section stating the rights of Student Association members, but it did not specify the rights of students at satellite campuses.
 - For example, a business student studying at the Downtown campus has the right to run for the positions of Chair of the School of Business + Media and Chair of the Downtown Campus. Students in that position also have the right to vote for candidates running for those two Chair positions.
- Is it true that after these amendments, a student will be able to vote for both chair positions if they are studying on the Downtown campus?
 - Yes, that is correct.
- How was the wording changed? Can every student vote for every Executive position?
 - More wording was added to clarify.
 - The five VP positions are the only positions that can be voted on by every BCIT student.
 - For the Chairs, only the students of the school or campus can vote for each Chair.

- Has this situation been an issue in the past?
 - No, we have not seen a significant issue.
 - The committee and staff recognized that there may be confusion due to the wording.

19:10 Two students leave. 41 voting members.

Motion:

Be it resolved that the membership rights amendments (page 19) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

30/1/10 Carried

19:15 Three students leave. 38 voting members.

Motion:

Be it resolved that the elections administration amendments (pages 20-23) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

30/0/8 Carried

19:20 One student leaves. 37 voting members.

Motion:

Be it resolved that the Decision Review Board amendment (pages 24-25) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

Discussion:

- When will this take effect?
 - If approved today, the updated Bylaws will be effective immediately.
 - The Selection Committee will implement a process for general students to join the Decision Review Board.

Motion:

Be it resolved that the Decision Review Board amendment (pages 24-25) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

32/0/5 Carried

19:27 One student leaves. 36 voting members.

Motion:

Be it resolved that the Executive meeting attendance amendments (page 26) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

Discussion:

- Should Executives abstain from voting?
 - All Student Association members have the right to vote on all motions during the Annual General Meeting.
 - There is no benefit for Executives so there is no conflict of interest.

- Were these changes spurred by the attendance of anyone in particular?
 - No, this was not spurred by specific attendance behaviour.
 - Part of the responsibility of the President is to ensure that Executives are fulfilling their duties.
 - Currently, an Executive would need to miss three consecutive Council meetings, which is quite lenient. This change requires the board to be more diligent so that students receive appropriate representation.

Motion:

Be it resolved that the Executive meeting attendance amendments (page 26) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

29/2/5 Carried

Motion:

Be it resolved that the Equity & Sustainability Committee amendments (pages 27-28) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

Discussion:

- Do current members of the Equity & Sustainability Committee have to abstain from this vote?
 - No, they do not.

Motion:

Be it resolved that the Equity & Sustainability Committee amendments (pages 27-28) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

33/0/3 Carried

Motion:

Be it resolved that the external policy positions amendment (pages 29-32) be adopted as presented.

Moved by: Skye Nguyen

Seconded by: Bylaw Committee

29/0/7 Carried

8.0 Meeting Adjournment

It was moved by Clinton Fernandes and seconded by Khadija Glover that the meeting be adjourned.

33/0/3 Carried

The meeting was adjourned at 19:42.