

**Board of Directors**  
**Regular Meeting Minutes**  
**November 21, 2019**

**Primary Meeting**

Date: November 21, 2019  
Time: 1:00 to 3:30 PM  
Place: NH 3043

**Board Secretary:** Tyler B. Hampton, Corporate Secretary  
**Minutes Taker:** Jerrica Little



**ATTENDENCE**

<b>Name and Position</b>	<b>Present</b>	<b>Regrets*</b>	<b>Absent</b>
	["X" if present / "R" if calling or skyping ]	["X" if absent with regrets / time of arrival if late with regrets]	["X" if absent w/o regrets / time of arrival if late w/o regrets]
Rebecca Stirling, Chair of Board		x	
Daniel Grimmer, Director	x		
Tyler Hampton, Director, CoSec	x		
Dmitrii Marin, Director	x		
Kareem Mostafa, Vice Chair	x		
Jen Reid, Director	x		
Nick Revington, Director	x		
Isidora Sidorovska, Director		x	
Twesh Upadhyaya, Director	x		
Naima Samuel, Director, President	x		
David Billedeau, Vice President, interim chair of Council	X Left at 3:00		
Kevin McKay, General Manager	x		

\*A time in the Regrets or Absent column indicates a director arriving at that time, after the meeting was called to order

<b>Other</b>	<b>Present with notice</b>	<b>Present</b>	

<b>Current Committees</b>	<b>Committee Members</b>
Board Executive (Fall)	Stirling (Chair), Samuel, Mostafa, Hampton, Reid, Marin, Grimmer
Joint Policy Review	Reid (Chair), Marin (deputy chair) + consulting by Revington; [Paley, Parker]
Audit and Financial Risk	Mostafa (Chair), Sidorovska, Samuel
Governance Oversight	Andrews (Chair), Stirling, Revington
Digital Communications	Marin (Chair) Sidorovska, Mostafa
Strategic Planning Steering	Sidorovska (Chair), Samuel, Marin, Stirling; [Paley, Sargent]

## AGENDA

1. Welcoming Remarks
2. Board Development
3. Consent Agenda
<ul style="list-style-type: none"> <li>• October meeting minutes</li> <li>• 2018 Board old minutes</li> <li>• 2019 May 9 minutes</li> <li>• Council Report</li> <li>• EL-4 Report</li> <li>• BM-5 Appendix Table</li> <li>• Annual Board Agenda</li> <li>• Recruitment TF TOR</li> <li>• Workplan Progress Report</li> <li>• Health Plan Update Report</li> <li>• President Finance Report</li> </ul>
4. Priority Discussions
a) Confidential Minutes
b) Policies second reading (EL-9, GP-2)
c) Grad House repairs
d) GP-15 Discussion
e) ARC Framework
f) DCC Report + Policy
g) President Compensation
5. Discussion Overflow from Consent Agenda
6. Action Item Review
7. Action Item Review
8. In Camera
9. Adjournment

**MINUTES**

**1. Welcome and Opening Remarks 1:05**

*Mostafa and Marin take the Chair and calls the meeting to order at 1:05 PM. Hampton acts as secretary and Little records the minutes.*

**2. Consent Agenda 1:06**

*Revisions were made to the consent agenda. Meeting minutes from October and May 2019 were removed. The Health Plan Update Report was also removed; a report from the President is expected for the January 2020 meeting.*

**Motion to approve consent agenda (Mostafa/Revinton). Approved unanimously.**

**2018 Board Minutes**

*Some meeting minutes contain obvious revisions while others do not; in those cases, the only changes made were to names. Original documents were retained if cross-referencing is desired.*

**Motion to approve the 2018 board minutes (Mostafa/Hampton). Vote (y/n/a) 7-0-1.**

**3. Priority Discussions**

**a) Confidential minutes**

**Motion to enter confidential session at 1:14 (Hampton/Reid). Approved unanimously.**

**Motion to leave confidential session. Approved unanimously.**

*Announcement: Andrews has resigned as a board member; an email was distributed to board members to inform them of the decision.*

**b) Policies second reading EL-9 and GP-2**

*EL-9 first reading was approved in the September meeting; two edits have been made since then, covering tips as part of wages paid. GP-2 first reading was approved in July; the suggested text revisions were read to board members.*

**Motion to approve EL-9 and GP-2 second readings omnibus (Marin/Hampton).**

*Suggestion to revise 'absence of 1/3<sup>rd</sup> of meetings' to reflect the time that the board member was appointed or elected. Clarity around the utility of including ONCA in the revision was discussed, as well as the wording of the 'exclusive rights of board of directors to elect directors.' Legal counsel was suggested as a possibility for reviewing this policy further. Further discussion of ONCA guidelines as they apply to GP-2 was suggested to be moved to a future meeting.*

Friendly amendment to GP-2 'May 1-April 30' to 'per one year period beginning with the director's appointment or election' (Revington/ Upadhyaya).

**Motion Approved unanimously.**

**c) Repairs to graduate house**

*The bar section of the graduate house needs to be replaced; budgeting for this construction has been drawn up and put forward to the University for consideration. The expected timeline for this reconstruction is over the holiday period. The President estimated expenses would not exceed \$10,000, which they can spend at discretion under EL-6, but would like some buffer in case expenses are higher.*

**Motion to approve up to a \$12,000 budget for graduate house repairs to the bar (Revington/Hampton). Approved unanimously.**

**d) Approve first reading of GP-15**

**Motion to approve the first reading of GP-15 (Mostafa/Hampton).**

*Amendments following the October meeting were reviewed. The possibility of removing the appendix from the policy was suggested. Discussion about the purpose of the strategic plan and goals in aligning with political ends and how this is reflected in the policy. The BEC has reviewed the board's role in approving strategic priorities and executing it. Currently, input on priorities are received from GSA members, staff and partners, aggregated by the President and executive team, presented to an advisory committee for feedback, and then a draft is brought to the board for discussion and approval. Following this process, a work plan is devised to help implement the strategic plan. Conversation was held about the stages involved in the strategic planning process and the responsibilities of the board. The President will revise the policy and present on changes in the January 2020 meeting.*

**Motion to postpone the first reading of GP-15 to the next board meeting (Upadhyaya/Samuel). Approved unanimously.**

**e) ARC Framework**

Motion to accept the ARC framework (Mostafa/Revington).

*Background on the ARC framework was provided. Discussion about the applicability of the framework risk scale to student groups. Suggestion to revise the examples of major and high severity risks to apply more directly to situations the GSA is likely to encounter. The purpose of the ARC framework is to assist the GSA in identifying, assessing and documenting risk levels and delegating appropriately.*

**Motion to postpone accepting the ARC framework to the next boarding meeting (Reid/Upadhyaya). Vote (y/n/a) 7-1-0.**

**Motion to extend the meeting to 3:30PM (Hampton/Revington). Approved unanimously.**

**f) DCC Report + Policy**

**Motion to accept the first reading of the DCC report and policy (Marin/Reid). Approved (y/n/a) 7-0-1 (Reid abstention noted).**

*Under the definitions section for emergencies, suggestion to amend 'immediate risk' to 'immediate and severe risk', in reference to the ARC framework. Suggestions to formatting and editing were provided. This report is informed by historical events and is intended to provide guidance on how similar*

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*situations should be handled in the future. If BEC is unavailable to meet, there is no definitive procedure outlined at present.*

**Motion for a 5 minute recess (Upadhyaya/Revington). Approved unanimously. Returned at 3:09.**

**Motion to extend the meeting to 4:00 (Samuel/Marin). Vote (y/n/a) 7-0-1.**

#### **4. Discussion Overflow from Consent Agenda**

**3:10**

##### **a) October 2019 minutes**

*Revisions suggested to sections F and H, as well as to names contained in the minutes.*

**Motion to approve October minutes (Hampton/Mostafa). Approved unanimously.**

##### **b) BM-5**

*Suggestion to modify reports listed in the BM-5 appendix to those pertaining to monitoring the President. Suggestion to list the EL in the appendix and include the resources and support needed to meet the schedule. Proposal to form a working group, including the President, to revise BM-5 and present it to the board at a later meeting.*

##### **c) President Compensation**

*The Chair of the board has brought forward a motion to raise the President's compensation to USG-10 according to the University of Waterloo scale. In the October 15 meeting, the Board approved the hiring of the EM in a permanent capacity, paid at the USG-9 rate. This rate was factored into the 2019-2020 budget and recognized the significant experience and responsibility of the EM role as described in the job description. It is then standard corporate practice to pay the Chief Executive Officer (CEO) of the corporation at the highest rate. Adopting such a corporate practice would recognize the experience, authority, accountability, and seniority of the President. In contrast, the GSA's current pay for their President is less than that of a Teaching Assistant, which has led to an inequitable and unfair situation. The motion presented would take effect December 1, 2019.*

*The President answered questions about the structure of their role and the responsibilities included, including how this pay level would recognize and empower both the current and next president.*

**Motion to enter confidential session at 3:36 (Mostafa/Hampton). Approved unanimously.**

**Motion carried in confidential session:**

**BIRT the GSA Board of Directors raise the GSA President's compensation to USG-10 effective December 1, 2019 to match with levels of skill, authority, accountability, and oversight.**

**Motion to leave confidential session**

#### **9. Adjournment**