

**Board of Directors**  
**Regular Meeting Minutes**  
**January 21, 2020**

**Primary Meeting**

Date: January 21, 2020  
Time: 9:30AM to 12:30PM  
Place: NH 3043

**Overflow Meeting:**

January 28, 2020  
9:30AM to 12:30PM  
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 9:40		
Tyler Hampton, Director, CoSec	x		
Dmitrii Marin, Director	x		
Kareem Mostafa, Vice Chair	x		
Jen Reid, Director	x		
Nick Revington, Director	x		
Twesh Upadhyaya, Director	x		
Naima Samuel, Director, President	x		
David Billedeau, Vice President, acting chair of Council	x		
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>
Adrian Safati	x	
Jason Luong	x	
Philip Bériault	x	

<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); [Robbins, Parker]
Audit and Financial Risk	Mostafa (Chair), Samuel, Upadhyaya
Governance Oversight	Revington (Chair), Stirling, Samuel
Digital Communications	Marin (Chair), Mostafa
Strategic Planning Steering	Vacant (Chair), Samuel, Marin, Stirling; [Vacant, Sargent]
Presidential Nominating	Stirling (Chair), Samuel, McKay, [Uher, Lamorea (council)]
Recruitment Task Force	Grimmer, Revington, McKay, Hampton

### AGENDA

1. Welcoming Remarks
2. Board Development
3. Consent Agenda
Items: 1 President Job Description 2 Organizational Workplan 3 EM Job Description edits 4 Committee Appointments 5 CRO TOR 6 Presidential Reports (EL-13) 7 Health Plan Update Report 8 AGM Date Setting 9 November Minutes
ITEMS 1 - 5 PARKING LOT
4. Priority Discussions
a) Director Candidates <ul style="list-style-type: none"> <li>• Candidate speeches up to 5 min each (20 min)</li> <li>• Directors question candidates (15 min)</li> <li>• Board deliberation and vote (20 min)</li> </ul>
b) Confidential Minutes
BREAK start ~11:00
c) May Fee Structure
d) Grad House bar repairs
e) VP Reappointment – confidential session
f) Director resignation letters
g) Policies second reading (GP-15, EL-10/BM-5, GP-19)
h) GoC ToR
5. Discussion Overflow
6. Action Item Review
7. In Camera
8. Adjournment

**MINUTES**

**1. Welcome and Opening Remarks 9:30**

*Stirling takes the Chair and calls the meeting to order at 9:30AM. Hampton acts as secretary and Little records the minutes.*

**2. Board Development 9:31**

*Mission, vision and values of the GSA were described, as well as the importance of trust and team-building among directors.*

**3. Consent Agenda**

*AGM Date Setting was removed from the consent agenda.*

**Motion to adopt the consent agenda (Stirling/Hampton). Approved unanimously.**

- BIRT The Board accept the President Job Description
- BIRT The Board accept the Organizational Workplan
- BIRT The Board accept the President’s EL-13 Report
- BIRT The Board accept the Health Plan Update Report
- BIRT The Board approve the edits to the EM Job Description
- BIRT The Board approve the Winter Term Committee Appointments
- BIRT The Board approve the Chief Returning Officer TOR
- BIRT The Board approve the November 21, 2019 Board Meeting Minutes

**4. Priority Discussions 9:33**

a) Director candidates

*Each candidate delivered a 5-minute presentation on their qualifications, plans and interest for the director position. Following this, several questions were asked, including: intentions to continue working as a director after the three month cycle, non-profit work experience, goals as a director during the three months, interest in the committees listed in the skills matrix, number of graduate students on satellite campuses and unique issues they experience, and familiarity with editing constitution documents. The President provided an overview of the governance model and its three branches: board, council, and management/staff.*

Motion to move into confidential session (Mostafa/Hampton). Approved unanimously.  
Motion to move out of confidential session at 10:45 (Hampton/Revington). Approved unanimously.

**The Board approves Jason Luong to the remaining term of the 2019-2020 board cycle.  
The Board approves Philip Bériault to the remaining term of the 2019-2020 board cycle.**

b) Confidential minutes

*Moved to next meeting*

Break called at 10:46. Meeting resumed at 11:01.

c) May fee structure

*The fee structure reverts what was implemented prior to the SCI. The grad house fee will remain as an option for opting-out rather than making it refundable. Timeline is to deliver this fee structure to the University by next week at the latest. SCI reversal legislation and opt-out numbers for the grad house were discussed. The decision to move social initiatives into mandatory fees was questioned, given that opt-out rates have increased since the Fall term. The process for determining which fees are optional versus mandatory was described. Council did not vote to approve the structure, but they did provide consultation, including the desire to keep the grad house as opt-out rather than a refund, and for the social initiatives fee to be mandatory. Ongoing monitoring of fee structures through Council consultation and UWaterloo social media was suggested.*

**Motion to approve the fee structure proposed by the President (Hampton/Marin). Approved unanimously.**

d) Grad house bar repairs

*The justification for the proposed funding increase (\$8000) was delivered by the President and the General Manager.*

**Motion to approve \$20,000 in funding for the Grad House bar repairs (Hampton/Reid). Approved unanimously.**

e) VP reappointment – confidential session

Move into confidential session at 11:26 (Revington/Reid). Approved.

**Motion to approve the President’s recommendation to reappoint the VP for the 2020-2021 cycle (Samuel/Reid). Approved unanimously.**

Move to leave confidential session. Approved.

f) Director resignation letters

*Evan Andrews sent a resignation letter to select directors, and asked later for it to be read into the minutes. Despite enthusiasm for working with the GSA, resignation was due to challenges with balancing board activities and academic requirements. Isidora Sidorovska also delivered a handwritten resignation letter to the Board Chair, to be read to the Board. While recognizing the important work of the GSA, resignation was needed for personal and academic reasons.*

g) Policies second reading (GP-15, EL-10/BM-5, GP-19)

*GP-19: Proposed changes from the first reading were outlined; many of the changes made were grammatical in nature. Friendly amendments for correcting grammatical errors were made. Regarding 6.b.ii.3., “meetings were normally scheduled for 30 minutes or less” was discussed. Situations in which meetings have been extended beyond the scheduled time was discussed.*

Motion to approve the second reading of GP-19 (Marin/Revington)

**Motion to amend definitions 1. as follows: “...severe risk... or its members, as determined by a risk framework developed by the Board to assess the likelihood and impact of risk. Strike the endnote and strike 5. (Revington/Hampton). Approved unanimously.**

**Motion to move the definitions section into the appendix of the report (Reid/Revington). Vote (y/n/a). 2/4/3. Motion does not pass.**

**Motion to strike the word ‘normally’ from 5.b.ii.3 (Upadhyaya/Reid). Approved unanimously.**

**Motion to approve the second reading of GP-19 (Marin/Revington). 8/0/1 (Stirling abstains)**

*GP 15: The President provided an outline about the changes to the policy.*

**Motion to accept the first reading of GP-15 (Samuel/Revington). (y/n/a). Approved unanimously.**

*EL-10/BM-5: The purpose of the suggested alterations was provided.*

**Motion to accept the changes made to EL-10 first reading (Revington/Hampton). Approved unanimously.**

**In Camera Session**

**Adjournment**

**12:30**