

**Board of Directors**  
**Regular Meeting Minutes**  
**January 28, 2020**

**Primary Meeting**

Date: January 28, 2020  
Time: 9:30 A.M. to 12:30 P.M.  
Place: NH 3043

**Overflow Meeting:**

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9:30 A.M. to 12:30 P.M.  
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		
Philip Bériault, Director	X		
Daniel Grimmer, Director	X		
Tyler Hampton, Director, CoSec	X		
Jason Luong, Director	X		
Dmitrii Marin, Director	X		
Kareem Mostafa, Vice Chair	X 9:36 Left 11:49		
Jen Reid, Director	X 9:35		
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>

Current Committees	Committee Members
Board Executive (Winter)	Stirling (Chair), Samuel, Mostafa, Hampton, Marin, Revington, Upadhyaya
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:
3.1. Council Report December
3.2. Bylaw 7.2.1 Background (information only)
3.3. <b>Whereas the Board's committee for digital communication has completed its task</b>
<b>BIRT the Board disbands the committee for digital communication.</b>
Consent discussions if needed
4. Priority Discussions
a) CRO appointment
b) Director Campaign period
c) AGM date setting
d) AGM Chair appointment
e) Confidential Minutes - confidential
f) Council Report to Board
g) Corporate Secretary Compensation - confidential
h) Rose Vogt Award – 2 seats
<b>BREAK</b>
i) Social media and GSA website
j) Grad House Patio
k) JPRC bylaws
5. Discussion Overflow / other business
6. Action Item Review
7. In Camera
8. Adjournment

## MINUTES

**1. Welcome and Opening Remarks 9:31**

*Stirling takes the Chair and calls the meeting to order at 9:31 AM. Hampton acts as secretary and Jerrica Little records the minutes.*

**2. Board Development 9:32**

*Discussion about the definition and role of diversity as it pertains to the Board will be held in February.*

**3. Consent Agenda 9:45**

*Request to withdraw the ARC items.*

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

- BIRT The Board accept the December Council Report
- BIRT The Board accept the Report on Proposed Changes to Bylaw 7.2.1
- **BIRT the Board disbands the committee for digital communication.**

**Motion to accept the recommendation proposed in the ARC committee's report and present it to the membership at the AGM (Revington/Hampton). Approved unanimously.**

**Motion for the following amendment to the ARC Framework: add reference to GP-19: emergency powers, that immediate and severe risk are defined as short-term risk of the first category (Marin/Revington). Approved unanimously.**

*This motion will be appended to the end of the GP-19 section.*

**Motion to strike 'council speaker' from Governance under Examples of risk (Reid/Revington). Approved unanimously.**

**Motion to amend the internal risk sources to change 'e.g. incompetent personnel' to 'sources arising from actions by directors, councillors, staff, and volunteers,' and to strike the parenthetical for external (Reid/ Upadhyaya). 10-0-1 (Stirling).**

**Motion for the steps listed under risk management procedures to be edited into a numbered list (Reid/Hampton). Vote (y/n/a) 10-0-1 (Stirling).**

**Motion to move the tables under risk management procedures into the appendix (Reid/Hampton). Vote (y/n/a) 4-3-4 (Stirling, Samuel).**

**Motion to approve the ARC framework (Marin/Hampton). Approved unanimously.**

**4. Priority Discussions 9:52**

- a) CRO appointment

*The GM described the process of creating the ToR for this position. There have been two applicants so far. No candidate to appoint today. Deferred to next meeting (February 11).*

- b) Director Campaign period

*Deferred to next meeting (February 11).*

- c) AGM date setting

*Most popular vote was for Tuesday April 7, 2020.*

**Motion to hold the GSA AGM on April 7, 2020 (Hampton/Mostafa).  
Approved (y/n/a) 10-0-1.**

- d) AGM Chair appointment

**Motion to appoint Marin as the chair for the GSA AGM 2020 (Reid/Samuel).  
Approved. Vote (y/n/a) 10-0-1.**

*Marin described the goals that are intended to be completed for the AGM. Requirements for adding agenda items by members was reviewed. Special notice may be sent out ahead of time to add agenda items, which will then be selected by the AGM Chair.*

- e) Confidential Session

**Motion to move into confidential session at 9:58 (Stirling/Hampton). Approved unanimously.**

**Motion for the Board to approve setting the Executive Manager annual compensation effective February 3, 2020. Vote (y/n/a) 8-0-3. Motion carried.**

**Motion to approve the confidential minutes from November 21, 2019 (Hampton/Mostafa).  
Vote (y/n/a) 10-0-1 (Stirling).**

**Motion for the Corporate Secretary to be retroactively compensated at (\$32/hour) for 10 hours per month since September 1, 2019 (Samuel/Marin). Approved unanimously.**

**Motion to leave confidential session at 10:45 (Samuel/Mostafa). Approved unanimously.**

5 minute break called from 10:58 to 11:03.

- h) Rose Vogt Award – 2 seats

*Background on the Rose Vogt award was provided. Bériault and Mostafa nominated themselves for the positions. Due to conflict of interest, rather than directors filling the seats, it was suggested that members at large be appointed. Time restraints were noted for putting out a call to committee members at large. Reference to clarifying procedures for future selection of committee members was discussed. Proposal to choose one council, board and volunteer member each for the committee, which is feasible given the time.*

**Motion to appoint Bériault as the director representative of the Rose Vogt Excellence Committee (Reid/Hampton). Vote (y/n/a) 10-0-1.**

i) Organizational update

*Vital Signs Survey will be launched in mid-February. Council feedback will be collected prior to its release, and directors are asked to provide thoughts via slack. Spring fees are being discussed with UW staff and updates will be provided next month.*

i) Social media and GSA website

*The new GSA website is not yet completed but an overview of current progress was provided. The aim is to have the website go live on January 31. Current UW GSA website is not accessible for a variety of reasons, e.g. audio reading not functional and too many tables present. Policy registry needs to be organized in an accessible format that allows for easy editing. Grad house is getting its own restaurant-style site but events will remain on the core GSA website. Transparency and access to information pertaining to social media was highlighted as a priority for the director of communication & events. Uptake on Twitter was noted as particularly poor. Call for directors to engage more frequently with GSA social media and to contact the director with any questions and suggestions.*

j) Grad House patio

*The President will ask the GSA for \$10,000 to put towards funding, in addition to financing from GSEF and UW administration. The patio is expected to start construction this spring. More updates will be provided next month.*

k) JPRC bylaws

**Motion to accept the JPRC report (Reid/Hampton). Approved unanimously.**

**Motion to approve the first motion suggested (Reid/Hampton). Approved unanimously.**

**Motion to approve the second motion suggested (Reid/Hampton). Approved unanimously.**

**Motion to approve the third motion suggested (Reid/Revington).**

*Change to 3.1 was discussed in terms of its necessity.*

**Motion to separate the third motion into motions 3.1 and 3.2 (Reid/Hampton). Approved unanimously.**

**Motion to approve changes in item 3.1. Vote (y/n/a) 1-6-3.**

**Motion to approve changes in item 3.2. Approved unanimously.**

**Motion to approve the fourth motion suggested (Reid/Hampton). Approved unanimously.**

**Motion to approve the fifth motion suggested (Reid/Hampton). Approved unanimously.**

**Motion to approve the sixth motion suggested and to add an Oxford comma under 6.2 after ‘the President’ and edit to ‘the Vice President’ (Reid/Hampton). Approved unanimously.**

f) Council report to board

**Motion to enter confidential session at 12:08 (Hampton/Marin). Approved unanimously.**

**Adjournment**