

Board of Directors
Regular Meeting Minutes
February 18, 2020

Primary Meeting

Date: February 18, 2020
Time: 9:30 A.M. to 12:30 P.M.
Place: NH 3043

Overflow Meeting:

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



ATTENDENCE

| Name and Position | Present | Regrets* | Absent |
|--|---|---|---|
| | [“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 | | |
| Phillipe 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 | | |
| 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

| Other | Present with notice | Present |
|--------------|----------------------------|----------------|
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| 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 |
| Strategic Planning Steering | <i>Vacant</i> (Chair), Samuel, Marin, Stirling; [<i>Vacant</i> , Sargent] |
| Presidential Nominating | Stirling (Chair), Samuel, McKay, [Uher, Lamorea (council)] |
| Recruitment Task Force | Grimmer, Revington, McKay, Hampton |

AGENDA

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| 1. Welcoming Remarks |
| 2. Board Development |
| 2.b Conflict of Interest |
| 3. Consent Agenda |
| Items: |
| 1. JPRC Reports (2) |
| 2. January Meeting Minutes (Jan 21 & 28) |
| 3. EL-6 Report |
| 4. Board Chair Job Description |
| 5. Audit Report |
| 6. AGM Agenda |
| 7. EL-10/BM-5 second reading |
| 8. BIRT policy EL-12 COMMUNICATION AND SUPPORT TO THE MEMBERSHIP is appended (in the first reading) by item "7. Allow general meetings to be without a Recording Secretary." |
| Consent discussions if needed |
| 4. Priority Discussions |
| a) Campaign Period |
| b) Rose Vogt Award committee appointment |
| c) Strategic Plan |
| d) GP-15 |
| e) Bylaw Changes |
| f) New bylaw 5.5.1 proposal |
| g) JPRC Policy Recommendations |
| h) GP-9 Proposal |
| i) University Administration Discussion |
| j) GOC TOR |
| k) Recruitment and Diversity Discussion |
| l) StudentCare Presentation |
| 5. Discussion Overflow / other business |
| 6. Action Item Review |
| 7. In Camera |
| 8. Adjournment |

MINUTES

1. Welcome and Opening Remarks 9:31

Hampton 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 at Capacity Canada about director self-evaluations and conflict of interests. At the beginning of each meeting, directors should state any relevant conflict of interests.

No conflicts of interest were declared.

3. Consent Agenda 9:33

Motion to accept the agenda for this meeting (Hampton/Reid).

- Move agenda items 5-7 before the StudentCare presentation (Reid/Revington). Vote (y/n/a) 10/0/1.
- Strike item 4)i (Hampton/Revington). Approved unanimously.
- Move item 4)g to after 4)j (Stirling/Revington). Approved unanimously.
- Move to hold item 4)a for 5 minutes when the CRO arrives (Hampton/Stirling). Approved unanimously.
- **Motion approved unanimously.**

Motion to adopt the consent agenda (Hampton)

- BIRT that the Board accepts the JPRC Report: "Board and Council"
- BIRT that the Board accepts the JPRC Report: "President and Vice President"
- BIRT that the Board accepts the EL-6 Report
- BIRT that the Board approves the January 28, 2020 Board Meeting Minutes
- BIRT that the Board approves the AGM Agenda
- BIRT that the Board approves changes to policy EL-10 in the second reading
- BIRT that the Board approves changes to policy BM-5 in the second reading
- BIRT that the Board approves changes to policy EL-12 in the first reading
 - BIRT policy EL-12 COMMUNICATION AND SUPPORT TO THE MEMBERSHIP is amended (in the first reading) by item "7. Allow general meetings to be without a Recording Secretary."

9:51

Motion to approve February 11 minutes with the revision (Hampton/Mostafa).

- Motion to strike the word 'revised' in the first paragraph under ToR in the February 11, 2020 minutes (Stirling/Mostafa). Approved unanimously.
- **Motion approved unanimously.**

Motion to approve January 11 minutes with the revision (Hampton/Marin).

- Motion to amend the minutes from January 11, item 4.c., updated fee structure; add to the following sentence: "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." (Revington/Luong). Approved unanimously.

- **Motion approved unanimously.**

4. Priority Discussions **9:43**

b) Rose Vogt Award committee appointment 9:43

Bériault is the board member on the committee and council has approved their representative. Prior to this meeting, a third member of the Rose Vogt Award committee could not be found. Given the need for the Board to approve the third member before the next meeting, it was agreed that the Executive Manager - who has already completed work for this committee - would be a suitable third choice. Despite previous board concerns, the President confirmed that McKay would be an appropriate representative due to his full-time status and work history.

Motion to appoint Kevin McKay as the third member of the Rose Vogt Award of Excellence committee (Stirling/Reid). Approved unanimously.

c) Strategic Plan 9:45

A workshop will be held at the next council meeting to gather council feedback on the strategic plan. Board retreat during mid-March will use data from the council workshop, as well as the Vital Signs Survey, to inform strategic planning.

Will there be enough time for the Board to read and approve the strategic report resulting from the retreat before the AGM? The President confirmed that it is feasible to finish the report before the AGM agenda is sent out. In the strategic plan, it says that it will begin in December 2020; it was intended to begin in September initially. There can be overlap between the new strategic plan and the interim one in this case, or it can be revised to begin in 2021. The Vital Signs Survey is replacing targeted workshops. To include targeted workshops, the strategic planning process could be pushed back, such that the current Board initiates the process and new board members take it over in the summer.

a) Campaign period 10:00

The following dates were proposed:

Call for Nomination: 24 February, 2020 (Monday) - 13 March, 2020 (Friday)

Campaign Period: 16 March, 2020 (Monday) – 30 March, 2020 (Monday)

Voting: 31 March, 2020 (Tuesday) – 7 April, 2020 12:00pm (Tuesday) (Online) and 7 April, 2020 (Tuesday) (Offline)

If there are not enough directors coming forward during the nomination period (defined as fewer candidates than positions open), the revised timelines would be as follows:

New proposal from discussion:

Call for Nomination: 24 February, 2020 (Monday) - 13 March, 2020 (Friday)

Second Call for Nomination: 14 March, 2020 (Saturday) – 22 March, 2020 (Sunday)

Campaign Period: 23 March, 2020 (Monday) – 30 March, 2020 (Monday)

Voting: 31 March, 2020 (Tuesday) – 7 April, 2020 12:00pm (Tuesday) (Online) and 7 April, 2020 (Tuesday) (Offline)

Motion to adopt the CRO’s recommendation for the campaign period timelines and that if there are fewer candidates than positions open, then the second timeline will be followed (Revington/Marin).

- Motion to include ‘during business hours’ to the timelines, except for the online voting end period (Reid/Marin).
 - Vote to call the previous motion into question (Samuel/Marin).
 - Vote on amendment (y/n/a) 8/3/0.
- **Motion Approved, Vote (y/n/a) 10/0/0**

d) Second reading for GP-15 10:25

Some changes to terminology occurred during the Capacity Canada meeting, but no major revisions were advised for the policy as it stands.

Motion to approve the second reading for GP-15 (Samuel/Marin). Approved unanimously.

e) Bylaw changes 10:26

Capacity Canada workshop advised that online meeting and voting procedures need to be written into the bylaws. The resolution being proposed is different from ONCA’s guidelines because their conditions are more restrictive; the GSA bylaw states that all directors who can communicate adequately with each other are considered present in the meeting. Definition for ‘advanced notice’ was proposed. There was a discussion about balancing the flexibility of bylaws with scenarios in which timeframes for meetings could be abused. Reference to ONCA and OCA guidelines were made, as well as the process for changing bylaws.

Motion to approve amendments to Bylaw 5.5.1 (Marin/Revington).

- Motion to amend ‘advance notice’ to ‘24 hours advance notice’ (Upadhyaya/Reid). Vote (y/n/a) 7/2/2.
- Motion to amend the first sentence to: ‘with 24 hours advance notice, or with the consent of all directors who are present...’ (Reid/Revington). Vote (y/n/a) 10/1/0.
- **Motion approved: Vote (y/n/a) 10/1/0.**

h) GP-9 Proposal 10:52

The President provided an overview of the changes made to GP-9; the only changes made were to point 4. Proposal to alter monthly timelines to follow in accordance with timeframes for budget development; counterpoint that keeping the months may help to facilitate planning. “Establish the organization’s cost of governance” means Board approval of the report.

Motion to approve the changes to GP-9 (Samuel/Revington).

- Motion to add to 4.b., “the speaker or a designate is encouraged to attend the board meeting at which council’s cost of governance budget request is considered” (Reid/Revington). Motion withdrawn.
- Friendly amendment to remove the comma at the end of the last sentence.
- **Motion approved: Vote (y/n/a). 10/0/1 (Stirling abstains).**

Motion for a 7-minute recess (Marin/Revington). Approved unanimously. Break commenced at 11:03. Resumed meeting at 11:10.

j) GOC ToR 11:11

Suggestion to strike item 2.d.iii. The justification for removing this point is that it is not the committee's job to deal with fiduciary issues pertaining to individual directors; it is up to the Board to resolve such problems. The CGO will receive and deliver a report to the chair of the Board of any fiduciary problems associated with a director and as a first step, should hold a one-on-one meeting with the director in question. Unequal treatment is defined as special meetings being called against one director but not others when similar problems have been reported. There are legal implications governing how directors are treated; special meetings to remove a director can be called by the Board as laid out in GP-2.

Motion to approve the Governance Oversight Committee Terms of Reference (Revington/Marin).

- Motion to strike item 2.d.iii from the ToR (Marin/ Upadhyaya). Vote (y/n/a) 1/7/3.
- Vote to call into question the previous motion (Reid/Stirling). 9/2/0.
- Motion to amend 2.d.iii to “findings of the peer evaluations shall not cause unequal treatment of a director.” (Marin/Revington). Motion withdrawn by unanimous consent.
- Friendly amendment to add (CGO) after Chair of the Board under item 1.
- **Motion approved unanimously.**

g) JPRC Policy Recommendations 11:37

Overview of GP-11, which governs hiring and transition of the Executive Manager. Policy changes proposed by the JPRC were described. Suggestion to change retirement timeline from 6 months back to 1 year, as well as removing job descriptions from this specific policy. The one-year timeline is more feasible given how long it can take to find a successor and train them. Additionally, job descriptions can be outlined in a procedural document. However, this document does not currently exist - the best place for job descriptions currently may be the policy manual.

Motion to accept changes to GP-11 with amendments (Reid/Revington).

- Motion to reverse the change from 6 months to 1 year (Revington/Stirling). Approved unanimously.
- Motion to keep the original language in the first paragraph except for changing “director” to “manager” (Revington/Stirling). Vote (y/n/a) 6/4/1.
- Motion to call into question the previous motion (Upadhyaya/Luong). Vote (y/n/a). 3/3/5.
- **Motion approved unanimously**

Motion to defer the rest of the JPRC policy revisions to the next meeting of the Board (Revington/Samuel). Vote (y/n/a) 8/1/1.

Motion to move into confidential session at 11:55 (Hampton/Mostafa). Approved unanimously.

Motion to leave confidential session at 12:05 (Stirling/Mostafa). Approved unanimously.

1) StudentCare Presentation

12:08

The StudentCare representatives presented on the history, purpose, and benefits of the student legal protection program. WUSA passed a referendum to join the program and offer the services to members; the Board is tasked with deliberating on whether they also want to include this as part of their services. Regarding implementation, Board feedback was requested for conducting a survey of constituents regarding desire for the service. The service cannot be used to sue the GSA; however, can be used to take action against the University.

Dependents are not included as part of this service; the budget does not support this. Similar to the health & dental plan, the cost for the legal protection service (\$28 per student each year) would be structured as one fee that can be opted out of. Feasibility of structuring the fee on a semester versus annual basis was discussed. Since it can be opted out of, access to who paid each semester is required, if it is paid out by semester. Legal protection as it relates to TA and RA positions are covered. For example, students can ask for lawyers to read over their contracts. Class action lawsuits related to established unions are not part of this service; issues would automatically be deferred to the union in these cases.

Motion to extend the meeting until 1pm (Hampton/Mostafa). Approved unanimously.

Motion to move into confidential session at 12:50 (Samuel/ Bériault). Approved unanimously.

Adjournment

Meeting adjourned at 1:18pm.