

Board of Directors
Regular Meeting Minutes
March 18, 2020

Primary Meeting

Date: March 18, 2020
Time: 2:00 P.M. to 4:30 P.M.
Place: Digital

Overflow Meeting:

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



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
Eric Reikman, MNP: GSA Auditor	X at 3:00 PM	

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
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. February Meeting Minutes (Feb 18, Mar 3)
2. EL-4 President Monitoring Rept.
3. Financial Statements
4. Priority Discussions
a) President Nomination
b) Covid-19 Impact
c) AGM Delay
d) Strat Plan Delay
e) GSA Fees Spring 2020
f) GRT Contract
5. Discussion Overflow / other business
6. In Camera
7. Adjournment

MINUTES

1. Welcome and Opening Remarks

2:00

Stirling takes the Chair and calls the meeting to order at 2:00 PM. Hampton acts as secretary and Hampton records the minutes.

3. Discussion Items

Motion to adopt the consent agenda (Stirling)

- BIRT that the Board approves the February 18, 2020 Board Meeting Minutes
- BIRT that the Board approves the March 3, 2020 Board Meeting Minutes
- BIRT that the Board accepts the EL-4 Report
- BIRT that the Board accepts the Auditors Report
- Motion approved by consent

4. Discussions

a) Presidential Nomination

2:15

Motion to enter confidential session at 2:15 (Stirling/Marin) Approved unanimously.

Motion to leave confidential session at 2:28 (Stirling/Mostafa) Approved unanimously.

Motion carried in confidential session to accept the nomination of David Billedeau as the next GSA UW President.

b) COVID-19 Updates

Management has been regularly meeting to discuss the situation and has been regularly communicating with membership about services and other restrictions to campus activity (e.g. classes, residences). The graduate house will be closed until further notice and may remain closed for the rest of the term. Legal aid and tax aid will still be delivered but remotely, but the legal aid clinic and tax aid seminar are cancelled. Management is also working remotely. Management will also be in contact with GRT about possible service disruptions, and also with StudentCare and EmpowerMe about continuation of services. These circumstances may continue through mid-April. Management has been in communication with staff for the Grad House and the GSA. Casual staff will be paid for a 2 hour shift next week, but after that casual staff will no longer be paid. Communications from the Minister of Finance for Ontario indicates that the staff may be eligible for more assistance – Kevin is working on finding details and passing them on to staff. Other permanent staff will continue working their hours.

c) AGM Delay

Communication with lawyers for the GSA indicates we should meet the 15-month deadline to hold an AGM (July 15). We need to postpone the April 7 date for the AGM due to University and Provincial Government guidance on large gatherings of people. We need to communicate to members why we have made this decision (top-down from University, Government), and we should avoid moving the date more than once to limit the risk of disengagement. We should consider how

we might run an online AGM or encourage online participation/proxies to accompany an in-person meeting if restrictions loosen by June/July.

Motion to postpone the AGM to a date no later than July 15, with the official date to be decided no later than the end of April. (Mostafa/Hampton). Approved unanimously.

Continuity of Directors on the Board may be a major problem posed by these circumstances. Bylaw #5 section 5.3.0. specifies that Directors' terms end on April 30 of the second year of their term. We should consider how to maintain continuity of leadership in the Executive and the Board. The Board could appoint Directors who planned on departing on April 30 to another temporary term until whenever the AGM takes place. Three candidates have come forward interested in seats on the Board. We could consider placing them temporarily and beginning onboarding. Naima would also be willing to extend her term as President until the AGM, to prevent any one person getting sick (e.g. David, Naima, Kevin) crippling the organization. Training a new VP to serve under David could not possibly take place by the end of the term. Phil, Jason, and Twesh expressed willingness to serve in their current seats until the AGM.

A section of the OCA (Section 160) was shared:

Failure to elect directors

160 If an election of directors is not made on the day on which it ought to have been made, the corporation shall not for that cause be dissolved, but the election may be held on a subsequent day at a meeting to be called by the directors or as otherwise provided by the by-laws of the corporation, and in such case the directors then in office continue to hold office until their successors are elected. R.S.O. 1990, c. C.38, s. 160.

d) Strat Plan

Delayed until next meeting.

e) Fees

Naima has been in contact with Chris Reid about collecting fees, and changes that the GSA submitted. The timeline may be delayed. Further updates will be provided at the next meeting of the Board i.e. special/overflow meeting in early April.

f) GRT Contract

Kevin gave a brief update. Negotiations will continue and the Board will be updated.

5. In Camera Session with the GSA Auditors

3:00

Return to Public Meeting

3:28

Recommendation for the Audit and Risk Committee (ARC) to analyze the risks of COVID-19 and campus shutdowns to the GSA and our operations. They will communicate with management (President is member of ARC).

Motion to task ARC to evaluate the risk of COVID-19 to the GSA, with a report to be delivered to the Board by the end of April (Twesh/Marin) Vote (9-0-1) (y-n-a).

6. Adjournment

Meeting adjourned at 3:34pm