

Board of Directors
Special Meeting Minutes
April 2, 2020

Primary Meeting

Date: April 2, 2020
Time: 1:30 P.M. to 4:00 P.M.
Place: Digital

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 1:40		
Nick Revington, Director	X		
Twesh Upadhyaya, Director	X		
Naima Samuel, Director, President	X		
David Billedeau, Vice President, acting chair of Council	X 1:37		
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

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
Recruitment Task Force	Grimmer, Revington, McKay, Hampton

AGENDA

1. Welcoming Remarks
2. Board Development
2.b Conflict of Interest
3. Consent Agenda
Items:
1. March Council Report to Board
4. Priority Discussions
a) Confidential Minutes
b) COVID-19 update
i. ARC COVID risk report
ii. President and Director term, officer succession contingency
iii. GRT Contract 1-year extension
iv. GSA fees for Spring Term
v. AGM update
c) Legal Fee
d) Director Candidates
e) JPRC TOR
5. Discussion Overflow / other/new business
6. Action Item Review
7. In Camera
8. Adjournment

MINUTES

1. Welcome and Opening Remarks 1:34

Stirling takes the Chair and calls the meeting to order at 1:34 PM. Hampton acts as secretary and Little records the minutes.

2. Board Development 1:35

3. Consent Agenda 1:38

Motion to adopt the consent agenda (Stirling)

- BIRT that the Board accepts the March Council Report to Board.
- Adopted by consent.

4. Priority Discussions 1:40

a) Confidential minutes 1:40

Prior to next meeting: CoSec will distribute three sets of confidential minutes to directors for approval at the regular April meeting.

b) COVID-19 Update 1:42

i) GSA fees for Spring Term

Conversations with WUSA about GRT fees come May 1st. GRT is considering changes to their operations (including potentially offering free service to the public) at the start of May as a result of COVID-19. Based on discussions with WUSA covering various scenarios, the President recommended not charging GRT fees in Spring 2020 and reaching a formal, written understanding with GRT. The Board agreed this must include a statement about coverage until end of August, regardless of whether public fees are reinstated mid-term. Impact on satellite campuses to be verified. New students will be covered as part of this agreement.

BIRT the GSA Board approves not assessing the GRT fee for Spring 2020 provided that GRT provides a written agreement confirming provision of service until start of Fall 2020 at no cost to graduate students (Samuel/Reid). Approved unanimously.

ii) COVID-19 Update 1:56

Management team has been meeting frequently to discuss how services can be delivered in Spring given online-only courses. Health and dental, advocacy, and legal services will still be delivered, albeit in a different capacity. Engagement and social initiatives may be hosted virtually. Plans are also being made to support departmental GSAs in transitioning to online service provision. Discussed a range of scenarios for the Grad House, ranging from complete shutdown to takeout service or lunch-only. It was agreed that the most appropriate decision was discontinuation of Grad House until state of emergency lifted by Ontario government. In terms of staffing, conversations are underway about how best to handle this situation, taking into account the Employment Standards Act and UWaterloo guidelines. Unsure at this time how Fall term will operate at the University. A written report will be delivered to the Board for the next

meeting detailing services and financial planning in the Spring term. Regarding transition of the GSA President, August is a tentative date for starting this process. May recruit a VP prior to August and temporarily have two leading into the transition period.

iii) ARC Report

2:20

A full report will be written and delivered, ideally by the April 21 meeting. All potential high-level risks associated with COVID-19 can be grouped into categories, e.g. physical distancing, staffing, etc.

In terms of hiring new directors, a “what’s in it for you/what is expected of you” document is being prepared. Some of the ARC report material will be relevant to this. The recruitment task force is undergoing re-organization with the director of engagement.

iv) GRT Contract 1-year extension

2:30

The Executive Manager provided a report detailing the history and ongoing activity related to the GRT contract. The possibility of a working group is included in the contract, covering multiple stakeholders (e.g. WUSA, GSA, Laurier, Conestoga, etc.) Individual stakeholders have already conducted their own agreements. Future fee rates are detailed in the report. Financial needs resulting from the ION has increased initial rates; GRT looking to gain more revenue from students. WUSA and GSA are matched to avoid two-tier funding rates for undergrad and grad students. Conestoga has the option to opt-out; need to investigate the feasibility of implementing this for UW grad students in the future. Anticipating that rates may increase to compensate for losses related to COVID-19. Grad student funding support in relation to inflation and living wages is a major consideration for this contract agreement. Seriously need to consider the possibility of not renewing the agreement. University of Western was proposed as a model to examine further. Could agree to initial rate for the next year and in the meantime, put together a working group to investigate a better contract going forward. Vital Signs Survey revealed that GRT transit pass is the most popular service that GSA offers and that 35% of students use the bus and 10% use ION to commute to school. Additionally, compared to a city like Toronto, GRT fee may be reasonable. Executive Manager will upload the PDF with the fee chart to sharepoint. The President suggested going to the GRT with concerns raised here, e.g. justification for fee increases, possibility of opt-out, etc. Then bring back the response next week and make a decision then.

v) AGM Update

3:20

Lawyers indicated that a bill was passed on March 31 regarding corporations and meetings. Obligation to hold AGM is 90 days after state of emergency has been lifted. As a result, GSA could hold AGM on July 15 or within the 90 day guideline. Online options for the AGM are being explored. The lawyers stated that as long as accessibility requirements are complied with, a remote meeting is possible.

vi) Director and President term extensions

3:26

Due to the pandemic and resulting consequences for the AGM, term extensions have been proposed. Bylaw 6.2.3 states that no officer can serve for longer than 2 terms (years as defined in policy). One recommendation is that directors can vote to strike against this to allow for the

second term to continue until the beginning of Fall, adding the condition ‘normally serve for 2 terms’ to the clause. This would also require a policy change to GP-10. For the change to be permanent, this needs to be voted on and ratified during the AGM.

BIRT Bylaw 6.2.3 change to read “No individual may normally serve more than two (2) terms in the office of President, or Vice President” (Stirling/Revington).

Motion withdrawn.

Suggestion to keep the bylaw as is and edit policy (GP-10) to include extenuating circumstances as a reason for extending the timeline for terms. Extending the second term is not against the bylaw as it is worded.

BIRT the term of the current GSA-UW President be extended to the end of the spring term (Upadhyaya/Hampton). Vote (y/n/a) 8-0-2 (Marin, Samuel abstained). Approved.

Policy 6.1.2, which details the terms served by the President, includes council as an actor in approving the President. Unclear whether council needs to agree to extending the President’s term. The President confirmed that she will operate in her role until the end of Spring term.

BIRT all current GSA-UW directors in good standing have their terms be extended to the 2020 AGM (Hampton/Samuel). Approved unanimously.

Suggestion to amend the motion to extend to the 1st of the month following the AGM to allow for a more thorough transition period. However, this does not follow OCA requirements. Hampton and Luong will work on onboarding of directors prior to AGM, although this does not address directors who are elected during the AGM.

Motion to extend meeting by 15 minutes (Hampton/Samuel). Approved unanimously.

BIRT the CGO, Corporate Secretary, and Treasurer continue in their roles until the 2020 AGM (Hampton/Samuel).

- amend to read: **BIRT the CGO, Corporate Secretary, and Treasurer continue in their roles until the 2020 AGM, and for the stipends of the CGO and Cossec to continue until that time.**
- **Approved. Vote (y/n/a). 7-0-3 (Marin, Hampton, Stirling abstain).**

Stipends for these roles are currently being negotiated and officers confirmed their desire to continue serving.

The board chair sought input from the board on inviting the three director candidates to attend the next board meeting. They would be required to go through the nomination and campaign period once it resumes. Council is meeting next week to determine election process for their speaker.

Motion to extend the meeting to 4:30 (Grimmer/Samuel). Approved unanimously.

It was suggested that director candidates be invited to the next board meeting so that onboarding and vetting can begin, allowing for a smoother transition as board members if they are elected. The agenda for the next meeting in April is extensive and it may not be feasible to vet candidates

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at the same time. It could have repercussions for candidates who apply later and have not had this opportunity. If there is no pressing need to fill seats, it may be better to utilize the recruitment task force to seek and vet candidates leading up to the AGM. Grimmer agreed that with support from management, the recruitment task force can start up again. Hampton, Mostafa and Luong volunteered to assist with the taskforce.

5. Adjournment

4:31

Meeting adjourned at 4:31pm.