

Board of Directors
Regular Meeting Minutes
April 21, 2020

Primary Meeting

Date: April 21, 2020
Time: 9:30 A.M. to 12:30 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		
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

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. Conflict of Interest Declartions
3. Consent Agenda
Items:
1. Board Meeting Minutes (4) for March 18, 30, and April 2 and 9.
2. Second Readings for Policies (3): EL-12, GP-9, GP-11
3. Ends Monitoring Report
4. Workplan Progress Report
5. BEC Spring Committee Appointments
6. JPRC Housekeeping recommendations (consent to non-substantive policy changes, such as stylistic and grammatical changes that we have termed ‘housekeeping’)
7. Committee Year End Reports due July
8. JPRC_March-2020_report
4. Priority Discussions
a) Confidential Minutes
b) ARC Report (Conf)
c) GRT Decision (Report)
d) Strat planning update from President (Info)
e) Proposal from President on Graduate Student Emergency Fund Support
f) GP-14 and CoSec Discussion
Break
g) Discussion: New Policies (Confidentiality, Conflict of Interest, Elections)
h) Redraft JPRC TOR
i) Discussion: Ratification of officers
j) Pres and Vice President Policy Recommendations from JPRC
5. Other Business

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6. Action Item Review
7. In Camera Discussion
8. Adjournment

MINUTES

1. Welcome and Opening Remarks 9:33

Stirling takes the Chair and calls the meeting to order at 9:33 AM. Hampton acts as secretary and Little records the minutes.

2. Consent Agenda 9:35

Motions:

- BIRT that the Board accepts the President’s Ends Monitoring Report
- BIRT that the Board accepts the President’s Workplan Progress Report
- BIRT that the Board approves the Policy EL-12 in the second reading
- BIRT that the Board approves the Policy GP-9 in the second reading
- BIRT that the Board approves the Policy GP-11 in the second reading
- BIRT that the Board accepts the JPRC March 2020 Report
- BIRT that the Board approves the meeting minutes for March 18
- BIRT that the Board approves the meeting minutes for March 30
- BIRT that the Board approves the meeting minutes for April 2
- BIRT that the Board approves the meeting minutes for April 9

Proposed changes were to move up ‘Other Business’ to after the scheduled break and to include the following items under it: setting a date for the AGM in other business, BEC Spring Committee Appointments, and JRPC housekeeping policy change recommendations.

Motion to approve changes to the agenda (Stirling/Hampton). Vote (y/n/a). Approved unanimously.

Motion to adopt consent agenda (Stirling). Adopted.

Motion to enter confidential session (Stirling/Samuel). Approved unanimously.

3. Priority Discussions 9:46

- a) Confidential Minutes
- b) ARC Report

Motion to leave confidential session (Hampton/Samuel). Approved unanimously.

c) GRT Decision 10:04

The President provided further background on the report. GRT sent communication about the annual rates for option A – the increase for the year 2021 will remain as initially proposed at 7.39%. During the renegotiation, GRT agreed to flexibility for opting out for one term for both research- and course-based students. However, they stated that opt-outs need to be anticipated and capped out each term. If more students want to opt-out during a term than is possible, how would this be handled? The President suggested one model in which students select a term at the start of the year. If most students want to opt

out in spring, this can be handled ahead of time. Other models can be considered. In the past, part-time students were not allowed coverage the agreement; however, renegotiations included exceptions for certain part-time students (e.g. disability, financial barriers, mental health issues, etc.) Concern was expressed about conditions not yet specified. Once the fee schedule is approved, the final contract will have all these conditions written out. The reason for including CPI on top of the 3% annual increase was discussed and how this compares to the previous 5% annual rate.

BIRT the Board accept the recommendation of moving forward with Option A as presented in the GRT report, with further discussions on the actual contract terms to be had at a future meeting of the Board (Samuel/Hampton). Vote (y/n/a). 8/1/0. Approved.

d) Strategic planning update

10:44

The President presented the updated timeline for strategic planning. Other content of the previous report is not expected to substantially change. The VP provided clarification about the work plan.

e) Proposal from President on Graduate Student Emergency Fund Support

10:47

There is an emergency coronavirus financial relief fund for undergraduate and graduate students. Allocated based on percentage; 15% of the student population is graduate students and so 15% of the funds are reserved for them. Proposed that the GSA release up to \$75,000 of their association fund to add and to be matched by UW administration. Any funds not used could be rolled over to a separate fund for emergency bursaries or academic merit to be handled by the GSPA. How the unused coronavirus funds are handled can be decided by the Board later and can include discussions about using GIC's interest to provide ongoing support. Graduate students who anticipated taking a sessional position in the spring may be able to apply for the emergency fund if there was a written contract verifying this position; however, the funds are restrictive and there is no certainty right now about whether this will be approved. Concern was expressed over UW's support for students who will lose their positions over the spring and it was suggested that the GSA advocate strongly on these students' behalf. How coronavirus funds will be dispersed is not clear at this time; the motion is simply intended to bring a dollar value to UW administration at this time.

BIRT the Board approve release of \$75,000 from the Association fund to be set aside to provide emergency support to graduate students during COVID-19 (Samuel/Marin).

- Motion to call into question the previous motion (Stirling/Hampton). Vote (y/n/a). 4/4/1. Not approved.
- Friendly amendment: BIRT the Board approve release of up to \$75,000 from the Association fund to be set aside to provide emergency support to graduate students during COVID-19
- Motion to amend the original motion as follows: the Board approve the release up to \$75,000 from the Association fund to be set aside to provide emergency support to graduate students during COVID-19, with terms and conditions of the fund disbursement to be approved by the board at a future date. BIFRT that any funds left over after COVID-19 will be returned to the GSA. (Upadhaya/Marin). Approved unanimously.
- **BIRT the Board approve the release up to \$75,000 from the Association fund to be set aside to provide emergency support to graduate students during COVID-19, with terms and conditions of the fund disbursement to be approved by the board at a future date. BIFRT that any funds left over after COVID-19 will be returned to the GSA. Vote (y/n/a). Approved unanimously.**

f) Other business

11:20

Discussions with HR on how to handle staff contracts, which belong to the University of Waterloo rather than the GSA. At this time, UW is not prepared to make alterations to employee contracts, despite management's desire to move forward with proposed changes. Management is seeking approval from the Board to hold a formal conversation with UW administration about GSA operating agreements for full-time employee contracts. Suggestion to ask UW administration to support the salary of full-time employees if they refuse to alter contracts. The President will write a formal letter to the university with input from the lawyer.

BIRT the Board approve initiating review of the operating agreements between the GSA and the University of Waterloo pertaining to human resources management (Samuel/Marin). Vote (y/n/a). Approved unanimously.

The AGM date needs to be set before the end of April. Discussion was held about the prudence of using the provincial state of emergency as a guideline for setting the date.

BIRT that the GSA-UW will hold its annual general meeting within a 90-day period after the state of emergency in Ontario ends (Reid/Samuel).

- **Friendly amendment: BIRT that the GSA-UW will hold its annual general meeting no later than the 90th day after the day the state of emergency in Ontario is terminated. Vote (y/n/a). 8/0/1.**

A third seat is needed for the Board Executive Committee. No volunteers at this time.

BIRT that the Board appoint Marin and Upadhyaya for the BEC Spring Committee (Stirling/Bériault). Vote (y/n/a). 7/0/1 (Upadhyaya). Approved.

Clarification was requested on the Committee Year End Reports, such as when the year ends and what is involved in writing the report. The reports are intended for succession planning and to outline what the committee entails, their activities, terms of reference, suggestions, and plans going forward. The reports were originally intended to be completed by April but due to the COVID-19 situation, July was selected as the new date. This is not necessarily the date that will be used for future reports. Annual committee year end reports can be considered as a future policy action item.

BIRT that the Board accepts End of Year Reports from committees at July regular board meeting, to be submitted by committee chair to board chair a minimum of 10 days before the regular July board meeting (Stirling/Revington). Vote (y/n/a). Approved unanimously.

g) GP-14 and CoSec Discussion

11:54

After conferring with a member of Capacity Canada, it was suggested that the Corporate Secretary be allowed to make stylistic and grammatical changes to policies without having to seek board approval. This is considered a 'best practice' and going forward, can be written into a policy. A reporting structure can be implemented to present the changes made. Versions with track changes can be adopted into consent agendas. The HTML requirements on the new GSA website have led to unintended stylistic changes to policy; the corporate secretary is looking into this.

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BIRT that Corporate Secretary is empowered to make housekeeping (grammatical, stylistic) changes to policy without board approval (Stirling/Revington).

- o Motion withdrawn.

BIRT that the policy GP-14.9 be amended to include the following statement: the Corporate Secretary is empowered to make housekeeping (grammatical, stylistic) changes to policy, to be summarized in a consent agenda report to the Board. (Marin/Upadhyaya). Vote (y/n/a). Approved unanimously.

h) Discussion: New Policies (Confidentiality, Conflict of Interest, Elections) 12:07

Templates were constructed to standardize the formation of working groups. Confidentiality and Conflict of Interest Policy working groups were proposed to conduct research in to best practices. Potential overlap with JPRC was discussed. Hampton will work with management on the confidentiality template. No volunteers for the conflict of interest template.

BIRT that the Board accepts the working group template (Stirling/Revington). Vote (y/n/a). 7/0/1 (Upadhyaya). Approved.

Provisions for elections from the new manual were lost in transition; this needs to be formally written into policy. Revington will send out terms of reference for the elections policy; directors are requested to provide their feedback on a proposed direction within 2 weeks. Revington will then collect the feedback and present it back to the Board.

i) Redraft JPRC TOR 12:26

Stirling provided an introduction on behalf of directors and after a discussion at the BEC about concerns relating to a lack of clarity surrounding JPRC TOR and operations. Several recommendations for how to move forward were made. A working group was proposed to revisit the TOR for JPRC.

Motion to extend the meeting by 30 minutes (Marin/Revington). Approved unanimously.

A 5 minute break was called at 12:32. Reconvened at 12:37.

Interpretation of 'reviewing policies' and governance structure was brought forward as a core problem for JPRC. There is ambiguity about the mandate, expectations, and functional structure of the JPRC. The process for identifying and filling policy gaps was addressed, as well as the priority of different policy issues. Time constraints that prevent discussion of JPRC reports was mentioned; there is a need to analyze what factors take up board meeting times. Suggestion that new policies be put forward to JPRC first before proposal to the Board. The counterpoint was that this could lead to logistical problems. Stirling sent out communications about the need to hold a special meeting to address JPRC policy reviews that have not yet been discussed. The possibility of a governance workshop is currently being looked into and governance can be added to the next agenda.

Adjournment 1:10

Meeting adjourned at 1:10pm.