

Board of Directors
Special Meeting Minutes
May 4, 2020

Special Meeting

Date: May 4, 2020
Time: 1:30 to 4:30 P.M.
Place: Online

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



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	Hampton (Chair), Mostafa, Luong, and Marin

AGENDA

1. Welcoming Remarks
2. Conflict of Interest Declarations
3. Consent Agenda
Items:
1. Accept JPRC March Report into the minutes.
2. Accept JPRC April BM report into the minutes.
3. Accept JPRC April CP report into the minutes.
4. GP-14.9 second reading.
5. Delegate the Corporate Secretary to approve JPRC Housekeeping recommendations (consent to non-substantive policy changes, such as stylistic and grammatical changes that we have termed ‘housekeeping’)
4. Priority Discussion
a) Board approval before proceeding releasing \$75,000 before spring 2020 term
5. Discussions
a) JPRC Pres and Vice President report
b) JPRC Board-Council report
c) JPRC March Report
6. Other Business
7. Action Item Review
8. In Camera Discussion
9. 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 Ouellette records the minutes.

Opening Discussion: Legal Fee Referendum 1:36

The Board discussed an adjustment to the language used for the Legal Fee Referendum communications.

BIRT the implementation of a fee for a GSA-UW administered legal protection service at an initial cost of less than \$30 per academic year, from which students may opt out within a change-of-coverage period (Marin/Revington). Approved unanimously.

2. Board Development 1:46

The membership policies of the Board were considered considering upcoming departures and graduations. Potential resignation policy and director numbers in the bylaws were discussed.

Rejuvenation of the Recruitment Task Force was discussed. Hampton has agreed to Chair the Recruitment Task Force, which now includes Mostafa, Luong, and Marin. The committee will seek support from specialized personnel and explore additional communication strategies.

3. Consent Agenda 1:57

The agenda is approved by unanimous consent.

Struck items 3-5 from consent agenda.

The consent agenda is approved by unanimous consent.

Motions from the consent agenda

- BIRT that the Board accepts the March Report into the minutes.
- BIRT that the Board accepts the April BM report into the minutes.

4. Priority Discussions 2:02

a) Board approval of COVID-19 Funds 2:02

Management will work with the University of Waterloo (UW) administration on contributing \$75K to support COVID-related financial aid for graduate students. UW GSPA will contribute \$30K to this effort, as will GSEF. GSA funding will be used to support the GSPA Contingency Fund and the Graduate Student Thesis Completion Award. The Board explored the consideration of assorted extenuating circumstances in relation to the allocation of funds (e.g. student deadlines delayed due to COVID). The role and reputation of the GSA in the University's strategy to aid COVID-related burdens was also discussed.

BIRT the GSA Board approve allocating the 75K in funding released earlier to existing funding streams for graduate students (Luong/Mostafa). Approved unanimously.

5. Discussions

2:16

a) JPRC President and Vice President report

The role of the Council in reappointing the President was questioned. The Board performs a standardized performance appraisal of the President and that serves as the basis of the reappointment in addition to compliance with ELs. The Board discussed clarifying the definition of interim and term limits in an appendix. The relationship between content included in bylaw 6.1.2a and GP-10 was reviewed. How Council has participated in the nominating process in the past – as well as how Council should operate in this capacity - was discussed. Structuring Council as an advisory committee to the Board was brought forward as a possibility. It was noted that GP-10 may require further revisions, which could be handled during a second reading via slack. If concerns are ongoing, more discussion about the president and vice president nominating process may be required.

Motion to approve JPRC’s recommended amendments to GP-10.1, GP-10.2, and GP-10.3 in the first reading. (Reid/Marin).

In the motion, the following text from the document was withdrawn: “The President shall be appointed by the Board of Directors in such manner and for such term or terms as shall be determined from time to time by agreement of the Board of Directors and the Council.”. This is redundant from Bylaw 6.1.2a.

Amendments were proposed:

- Under GP-10.1, amend the sentence to the following: “The President will serve a one-year term, renewable for one additional one-year term based on satisfactory performance in accordance with the President's performance appraisal and feedback gathered from the Board, Council, Management, staff, and graduate student representatives appointed by the President to carry out GSA's mandate.” (Hampton/Reid). Vote (y/n/a). 9-0-0.
- Under 2.a, remove “for approval” and under 2.f., remove “or reappointment” (Revington/Samuel). Vote (y/n/a). 9-0-1 (Reid abstains).
- Under 3. change to “then the Board will normally appoint the Vice-President” and 3.a and 3.b to “successfully appointed as the President by the Board and if more...” Also under 3.a and 3.b., change the following text: “if the Vice President is not appointed by the Board and if fewer than three months remain in the President's term, then the Board will appoint.” Further, strike the following sentence: “The President shall be appointed by the Board of Directors in such manner and for such term or terms as shall be determined from time to time by agreement of the Board of Directors and the Council.” (Hampton/Samuel). Vote (y/n/a) 9-0-2 (Reid abstains).

Vote to approve the motion was unanimous.

The amendments made to GP-10 were proposed to be carried forward to GP-16, which have similar wording.

BIRT the Board approves JPRC’s recommended amendments to GP-16.1, and GP-16.3 in the first reading. (Reid/Marin).

Motion to have the same amendments from GP-10 carried forward to GP-16 (Hampton/Samuel). Vote (y/n/a). 10-0-1.

The Board considered the process in which the Board Chair and Council Speaker keep each other informed of current activities. Future iterations of the policy may describe communication pathways more explicitly. The 6-month timeframe of the deputy chair was noted as potentially distressing for the chair. However, this recommendation was received through feedback and why the Board will need to approve a mid-term change.

Vote on the original motion on amendments to GP-16.1, and GP-16.3 in the first reading. Approved unanimously.

BIRT the Board approves JPRC's recommended amendments to GP-5 (Reid/Marin). Approved unanimously.

b) JPRC Board-Council Report

Deferred to a future meeting.

c) JPRC March Report

Deferred to a future meeting.

6. Other Business

3:40

Motion to enter Confidential Session at 3:40 pm (Mostafa/Samuel). Approved unanimously.

Adjournment

6:00

Meeting adjourned at 6:03.