

**Board of Directors**  
**Regular Meeting Minutes**  
**May 19, 2020**

**Primary Meeting**

Date: May 19, 2020  
Time: 9:30 to 12:30 A.M.  
Place: Virtual

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



**ATTENDANCE**

<b>Name and Position</b>	<b>Present</b>	<b>Regrets*</b>	<b>Absent</b>
	[“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		Left at 11:00 am
Jen Reid, Director	X		
Nick Revington, Director	X		
Twesh Upadhyaya, Director	X		Arrived at 11:00 am
Naima Samuel, Director, President	X		
Matthew Robbins, 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

<b>Other</b>	<b>Present with notice</b>	<b>Present</b>
David Billedeau, Vice President	X	

<b>Current Committees</b>	<b>Committee Members</b>
Board Executive (Spring)	Stirling (Chair), Samuel, Mostafa, Hampton, Marin, 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
Rose Vogt Award of Excellence Committee	McKay (Chair), Bériault, [Sanniti]

**AGENDA**

1. Welcoming Remarks
2. Conflict of Interest Declarations
3. Consent Agenda
Items:
1. ARC Covid Risk and Impact Report
2. JPRC April CP report
3. GP-14.9 second reading (see motion below)
4. Council Report to Board
5. GOC Report
6. BEC seat appointment (Luong)
7. Annual Board Agenda (Spring Term)
8. New Meetings day/time (Wed 1-4pm)
9. Minutes (4/21 and 5/4)
10. Rose Vogt Award of Excellence Committee Report
Consent Overflow
4. Priority Discussions
a) Confidential OT
b) Confidential Minutes
c) Confidential Management update
d) SLA Agreement for HR
e) VPNC TOR
f) FEES – H&D, GH, Legal, GRT
5. Discussions
a) Ratification of Officers
b) JPRC Report Recommendations
6. Other Business
7. Action Item Review
8. In Camera Discussion
9. Adjournment

**MINUTES**

**1. Welcome and Opening Remarks 9:31**

*Stirling takes the Chair and calls the meeting to order at 9:31 AM. Hampton acts as secretary and Ouellette records the minutes.*

**2. Conflict of Interest Declarations 9:33**

*Neither real nor perceived conflicts of interest are identified.*

**3. Consent Agenda 9:33**

*The approval of Rose Vogt Award of Excellence Committee Report and May 4, 2020 minutes have been removed from the consent agenda.*

**Motion to adopt the consent agenda (Stirling). Adopted.**

- BIRT that the Board accepts the ARC COVID Risk and Impact Report into the minutes.
- BIRT that the Board accepts the JPRC April CP report into the minutes.
- BIRT that the Board accepts the Council Report to Board into the minutes.
- BIRT that the Board accepts the GOC Report into the minutes.
- BIRT that the Board approves the April 21, 2020 minutes.
- BIRT that the Board approves GP-14.9 in the second reading.
- BIRT that the Board approves Luong to the remaining seat on BEC.
- BIRT that the Board approves Annual Board Agenda (Spring Term)
- BIRT that the Board approves the new meeting times for Spring 2020 (Wed 1-4pm)

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

**4. Priority Discussions 9:38**

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

- a) VPNC TOR 15 VPNC TOR May 2020 approval 10:35

*The Board received two documents regarding Vice President nominations: an adjusted job description and the Terms of Reference (TOR). The first was an adjusted job description, which details the VP's responsibility to oversee all directors within the GSA. The committee that will facilitate the selection of the future VP includes the Chair of the Board, Speaker of the Council, and current VP (incoming President), as per required by the TOR.*

*The call for applications will be distributed within the next few weeks. It is expected that the deadline for applications will be in early June, hiring and onboarding will take place in July, and the new VP will be fully prepared to fulfill the by the end of August.*

*The interview process will remain consistent with past questions regarding vision and strategy for the GSA.*

b) FEES – H&D, GH, Legal, GRT DECISIONS

10:43

*The majority of students voted in agreement of the proposed legal services in the referendum. When considering potential service providers, the maintenance of a \$28 cost per student will be required. Existing services that overlap with proposed services will be canceled.*

*Health and dental changes were discussed briefly. The \$20 cap on chiropractic services will be removed. Some operational practices of the Student Care were observed and will be revisited.*

*The GRT contract will be presented at the next Board meeting and finalized in June. Negotiations progress in consideration of COVID-19 restrictions. While May services have been granted free of charge, additional rebates and discounts were suggested. Accommodations for the limited service offered in April will be determined prior to further discussion of services for June, July, and August.*

*The decision to consolidate Association fees was revisited. The board agreed to consolidate Association fees; however, some of the mandatory Association fees (academic and wellness support) are to be kept separated out for transparency and ease of transition in the event that the SCI is reinstated. .*

*Due to COVID-19, Grad House operations have been impacted and, more generally, enrollment at Universities generally are expected to decrease. While these circumstances will impact revenue streams, existing account management practices will sustain good financial positioning for the foreseeable future.*

**BIRT the Board accept the GSA fees report from Management and approve GSA fees for 2020-2021 as presented in the report (Samuel/Reid). Votes recorded (9-0-1) (y-n-a)**

A 5-minute break was called at 11:51. The meeting reconvened at 11:56.

**5. Discussions**

**11:27**

a) Ratification of Officers

11:27

*Recommendations regarding the required ratification of officers, related changes to the election process, and a potential Election Appeals Committee were presented.*

*The delay in approving positions until each AGM prompted the exploration this process and responsibility. The first two recommendations outline why officer roles may not require the ratification of membership. The potential to rescind bylaw 6.1.5, regarding membership's responsibility to ratify the election of officers, must be discussed at a future date to accommodate these recommendations.*

*An Election Appeals Committee and an integrated communication approach were discussed to ensure transparency. Compliance with the OCA and the potential for conflicts of interest were addressed as concerns. An external observer was discussed; however, the provision of a Terms of Reference for the proposed committee will be submitted for further evaluation.*

**BIRT the Board approve the report and request the JPRC to draft recommendations on the first and second report items with respect to officer ratification. (Marin/Reid) (9-0-1) (y-n-a)**

- b) JPRC Report Recommendations  
*Deferred to a future meeting.*

**6. Other Business - GICs**

**11:57**

*Five GIC investments are maturing this month. The Board discusses potential reinvestment opportunities. One option is to maintain the existing investment structure, which offers the flexibility to access funds. Other investment option may be explored that favour the highest possible interest with reasonable restrictions to access. Minutes from November 2017, April 2019, and May 2019 may be reviewed for further detail on past investment decisions.*

*The JPRC outlines ELs with respect to investment, such that capital will not be invested into an asset without screening for triple bottom line business operations, and that capital will not be invested in tobacco, gambling, defence/weapons, or fossil fuels. The President assured that the Bank was required to comply with ELs in offering recommendations with regards to investments. The triple bottom line constraint applies to assets. Further elaboration on how monitoring will be accomplished, and the required layers of analysis can be revisited.*

*The opportunity to seek recommendations from multiple financial institutions before moving forward was suggested. In the interest of transparency and consideration for COVID-19, this item has been presented to the Board; however, it was acknowledged that investment decisions are in the purview of the President. The level of Board engagement in large green investments may be reviewed in the future.*

**BIRT the Board accept the investments report into the minutes (Samuel/Revington) (9-0-1) (y-n-a)**

**7. Action Item Review**

**12:18**

**8. In-Camera Session**

**12:22**

**9. Adjournment**

**12:34**