

Board of Directors
Regular Meeting Minutes
June 17, 2020

Primary Meeting

Date: June 17, 2020
Time: 1:00 to 4:00 P.M.
Place: Virtual

Board Secretary: Tyler B. Hampton, Corporate Secretary
Minute Taker: Jacqueline M. 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		
David Billedeau, Vice President	X		
Twesh Upadhyaya, Director	X		
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

Other	Present with notice	Present

Current Committees	Committee Members
Board Executive (Spring)	Stirling (Chair), Samuel, Mostafa, Hampton, Marin, Upadhyaya, Luong
Joint Policy Review	Reid (Chair), Marin (deputy chair); [Robbins, Parker]
Audit and Financial Risk	Mostafa (Chair), Samuel, Upadhyaya
Governance Oversight	Stirling (Chair) 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: <ol style="list-style-type: none"> 1 Minutes (May 4, 19) 2 EL Monitoring reports (EL 3,7,13) 3 Financial and operations 4 Fees letter submitted to BOG for fall changes 5 Legal Service Referendum Report 6 Nick Letter 7 Replace May Council Report 8 June Council report to board 9 Council Annual Agenda 10 AGM Chairperson Report 11 Cost of governance 12 Director Handbook 13 JPRC June Report 14 Elections Working Group Report 15 GSA Exec team proposed organization layout 16 RVAEC letter from 2 members 17 General Update from Management
Consent Overflow
4. Priority Items
a) Minutes (May 4,19 confidential)
b) What is Council
c) Cost of Governance
d) Retreat tasks and timeline
e) AGM discussion
f) Patio
g) GSA Exec team proposed organization
h) JPRC Second Reading of GP 10, 16, and 5
i) Bylaw 6 Officers - JPRC June
5. New Items
a) RVAEC Letter
b) Election working group - Twesh
6. Other Business
7. Action Item Review
8. In Camera Discussion
9. Adjournment

MINUTES

1. Welcome and Opening Remarks 1:04

Stirling took the Chair and called the meeting to order at 1:04 PM. Hampton acted as secretary and Ouellette recorded the minutes.

2. Conflict of Interest Declarations 1:11

Potential conflicts of interest were claimed and discussed. One Director claimed a conflict of interest for the discussion of GSA Exec proposal regarding VP positions since they were also an applicant.

3. Consent Agenda 1:12

Motions:

- BIRT that the Board approves the May 4, 2020 Board Minutes
- BIRT that the Board approves the May 19, 2020 Board Minutes
- BIRT that the Board approves the resignation of Director Nick Revington
- BIRT that the Board approves the replacement of the May Council Report to Board with the original version instead of the revised version presented to the Board in May
- BIRT that the Board accepts the President's EL Monitoring Reports for EL 3, 7, and 13
- BIRT that the Board accepts the report on Finances and Operations
- BIRT that the Board accepts the letter submitted to the UW Board of Governors for Fall 2020 Fees changes
- BIRT that the Board accepts the Legal Service Referendum report
- BIRT that the Board accepts the June Council Report to Board
- BIRT that the Board accepts the Council Annual Agenda
- BIRT that the Board accepts the AGM Chairperson Report
- BIRT that the Board accepts the Cost of Governance Report
- BIRT that the Board accepts the JPRC June Report
- BIRT that the Board accepts the Elections Working Group Report
- BIRT that the Board accepts the proposed Organizational Layout from the GSA Executive Team
- BIRT that the Board accepts the RVAEC Letter
- BIRT that the Board accepts the General Update report from Management

Directors suggested that the GSA Director Handbook be removed from the consent agenda. Changes have been indicated on Slack. It was noted that the upcoming recruitment of candidates would be supported by moving forward with this asset.

BIRT that the Board accepts the GSA Director Handbook pending the completion of edits indicated via feedback. (Hampton/Stirling) (y-n-a) (10-0-0) Approved unanimously.

Motion to adopt the agenda. (Stirling) Agenda adopted.

4. Priority Items **1:22**

a) Confidential Minutes 1:22

Discussion was rescheduled for later in the meeting.

b) What is Council 1:23

The Board discussed the role of Council and whether it will be treated as a committee or an advisory body. It was indicated that current bylaws and policies establish that it is a committee. However, this could be indicated more transparently, in order to make the role of Council within the “big picture” of the GSA’s stakeholders more apparent.

The advantages of empowering Council were discussed. It was highlighted that numerous directions and activities achieved by the Board have been motivated by the recommendations of Council (e.g. the open letter regarding the impact of COVID-19). Since surveys are not distributed on a frequent basis, Directors express that Council is extremely important for gauging the sentiments of the membership, especially during the isolation imposed by the pandemic. However, the vital signs survey identified that more than half of the membership does not know who their Councillor is, and do not interact with their Councillor. It was identified that only some Councillors are democratically elected, some are self appointed. These issues need to be addressed before Council is fairly representing the sentiment of the membership. On the other hand, the Board is elected by the membership directly to act on behalf of the entire membership.

Directors communicated that establishing Council’s empowerment and accountability is essential for engagement with the membership; however, the fiduciary and legal requirements of the Board to the GSA are reiterated, along with the democratic election of Directors. While the Board is accountable to the membership, Council is accountable to the Board.

Best practices, as specified by Capacity Canada training, reiterate that the Council’s operation as a committee is the most suitable approach to determining roles due to the existing bylaws and policies. The roles must be more clearly defined in order to assess policies and procedures further, and a Terms of Reference may help to clarify many items. This conversation will be continued at a later date.

c) Cost of Governance 1:45

The cost of events, training, and recruiting was reported for the upcoming fiscal year. A multi-year strategic plan was not recommended for this year; however, this may be explored in the future. An end of year event may also be considered as COVID-19 restrictions evolve.

The Terms of Reference (TRO) should be reviewed each year in order to account for staff assistance needs. The way in which this re-evaluation of resources would impact budgeting was mentioned. The honorarium for the Deputy Speaker will need to be reconsidered for the 2021-2022 fiscal year. The honorarium for this role will be offered for the 2020-2021 fiscal year, as per the volunteer role description put to the membership.

The honorariums for the Council Speaker, Deputy Speaker, Board Chair, and Corporate Secretary will be included in the Cost of Governance report. In this report, the cost of staff support for committees will be reported. It was clarified that ONCA item 47 (1) states, “Subject to the articles or the by-laws, the directors may fix the remuneration of the directors, officers and employees of the

corporation.” The Recording Secretary Budget was covered by ELs and will not be indicated in this report.

An estimate of the staffing cost will be offered by the Chair and should be reviewed in a year in order to re-evaluate accuracy.

In the audit section, the report recommended that a risk assessment must be executed to select a new service provider. That being said, the Audit and Risk Committee recommended that the membership maintain an auditor for 5-7 years, after which point, it is expected that the Board explore other auditors to reduce the possibility of errors. The Audit and Risk Committee’s recommendation is that this element be removed from the report.

d) Retreat Tasks and Timeline

2:05

The centrality of the Graduate House to GSA operations was considered as a potential vulnerability. It was recommended that the GSA register its location of operation as Waterloo instead.

The letters patent specify that the Board may not function with fewer than 3 Directors, but the bylaws indicate that 10-15 members are required. In addition, the ability to enlist staff support and committees was considered. It was asserted that officers of the corporation should also be defined more clearly.

The role of providing social activities and advocacy for students, as indicated in the supplementary letters patent, may be reviewed. In addition, a template that collapses all of the bylaws into one may be considered, in order to offer more flexibility and utilize the policy manual more effectively. The development of policies and procedures to better illustrate governance roles and responsibilities was also discussed (i.e. indicating Management’s handling of investments).

Council was discussed again, with regard to TOR and defining Council’s role. It was recommended that a communication plan be developed to better empower Council, while also enforcing that the GSA is one entity.

Rules of order and governance were discussed. The Board may combine elements from multiple approaches to suit operational needs. The Board questioned the potential for Robert’s Rules to make Board engagement less inclusive; however, the democratic efficiencies of Robert’s rules are highlighted in response.

The Board was asked to consider timelines alongside perceived interest. A three-month plan might review TORs for committees, finalize the strategic plan, determine the bylaw framework, and prioritize policies accordingly.

e) AGM Discussion

2:21

The Board discussed the scheduling of the AGM. If the AGM is delayed until September, member identification may be challenging, and bylaw changes would be needed to implement a virtual AGM as per OCA, as currently there are Covid allowances for online AGMs. It was recommended that the AGM be held the week of August 17th.

Directors questioned virtual engagement in August with the possibility of facilitating a physical gathering in the future. It was established that, according to current direction from the institution,

activities will likely be virtual, especially for gatherings with the potential attendee number of the AGM.

In addition to the opportunity for more recruitment, a Fall AGM might make the budget review timeline more feasible. New directors need significant training to perform their fiduciary duty when approving the budget. While the week of August 17th falls after exam period for the membership, the budget meeting was scheduled for that same week. It was determined that the budget meeting be held earlier, or the AGM be scheduled later that week to accommodate timelines.

BIRT that the Board directs the AGM Chair and Management to prepare for holding the AGM the week of August 17. (Marin/Samuel) (y-n-a) (10-0-0) Approved unanimously.

f) Graduate House Patio Construction 2:32
The patio construction was discussed. It was highlighted that this development may provide the Graduate House with the seating area that will be more equipped to maintain social distancing, which will help adapt to COVID-19 restrictions and bring in revenue upon gradual reopening.

BIRT that the GSA Board approve up to \$18,000 in funding for the ground floor accessible patio construction project. (Samuel/Hampton) (y-n-a) (10-0-0) Approved unanimously.

g) GSA Executive Team - Proposed Organization 2:35
While the executive team currently dedicates 50 hours per week to the GSA, there has been significant overtime required to execute the roles. It was proposed that, in a new form of organization, the President would cap their time to 20h per week and each of the two potential VPs would fulfill 15h per week.

The VP of Administration would focus on corporate and administrative tasks in support of Board objectives. The VP of Administration would support the operational work of the President, ensuring that the President has more time to lead changes. This VP would be selected in a case where President succession is required.

The VP of Communication would focus on membership engagement via on-campus initiatives and online platforms (i.e. social media management, correspondence with the Board, committees, or membership regarding events, etc.). In the creation of this role, the Director of Communications & Events would be removed.

Re-designating labour hours from Graduate House staff to the additional member of the executive team would support this shift. This refunneling of funds may empower executives, by limiting the scope of each role so that they may achieve more clearly defined responsibilities.

The Board feels no bylaw or policy changes are needed, since the Board can appoint officers from time to time per the Bylaws.

BIRT that the GSA will employ an additional VP of Communications, who will be subject to the same bylaws and policies as the existing VP (except for succession). (Billedeau/Hampton) (y-n-a) (9-0-1) Motion approved.

a) Confidential Minutes

2:56

The confidential minutes were briefly presented.

Motion to enter confidential session (Stirling/Upadhyaya) (y-n-a) (9-0-0) Motion approved.

Each of two confidential minutes were discussed.

Motions carried in confidential session

- **BIRT that the Board approves of May 4th confidential meeting minutes.**
- **BIRT that the Board approves of May 19th confidential meeting minutes.**

Motion to exit confidential session (Hampton/Reid) (y-n-a) (9-0-0) Motion approved.

h) JPRC Second Reading of GP 10, 16, and 5

3:06

JPRC presents feedback from Council. The role fulfillment standards for the President and Vice President were clarified with Council. The interim succession process was also discussed. The involvement of Council in appointing executives was questioned in relation to the inability to renew executive roles.

The striking of the phrase “highly qualified” was questioned. This was determined as an error.

Directors reiterated that the role of Council should be determined. The endorsements of Council were deemed valuable. The appointment is made by the Board, but the Council has a say in how this is done. The Council members on the committee, and the participation of the Speaker at Board meetings are considered the methods of Council input. The Board noted that there is a gap in the process that might impact the operational dynamics if not addressed.

BIRT that, in second reading, the Board approves of GP-5. (Hampton/Reid) (y-n-a) (9-0-1) Motion approved.

BIRT that the Board postpones the second reading of GP-10 and GP-16 until the next Board meeting. (Upadhyaya/Luong) (y-n-a) (10-0-0) Approved unanimously.

The latter motion offers Council the opportunity to endorse GP-10 and GP-16 at their next meeting.

i) Bylaw 6 Officers - JPRC June

Deferred to a future meeting.

5. New Items

a) RVAEC Letter

Deferred to a future meeting.

b) Election working group - Twesh

Deferred to a future meeting.

6. Other Business

None.

7. Action Item Review	3:47
<i>Action items were reviewed by Ouellette and accepted by the Board.</i>	
8. In-Camera Discussion	3:53
<i>The in-camera discussion occurred.</i>	
4. Adjournment	4:10