

Board of Directors
Regular Meeting Minutes
June 26, 2020

Special Meeting

Date: June 26, 2020
Time: 4:00 to 5:00 P.M.
Place: Virtual

Board Secretary: Tyler B. Hampton, Corporate Secretary
Minutes 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		

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	4:00	
2. Conflict of Interest Declarations		
3. Priority Items	<i>Min</i>	<i>NOTES / POTENTIAL MOTIONS</i>
a) JPRC 2nd readings (GP-10,16)	15	decision
b) What is Council	30	Generative, possible motion
4. In Camera Discussion	4:45	
5. Adjournment	5:00	

MINUTES

1. Welcome and Opening Remarks 4:05

Mostafa took the Chair and called the meeting to order at 4:05 PM. Hampton acted as Corporate Secretary and Ouellette recorded the minutes.

2. Conflict of Interest Declarations 4:07

No conflicts of interest were claimed.

Consent Agenda 4:08

The Board decided that the role of Council must be discussed prior to the JPRC second reading.

BIRT that the Board adopt the advised agenda. (Mostafa/Luong) Approved Unanimously.

3. Priority items. 2:51

- a) What is Council 2:51

The Council Speaker reviewed the results of a survey from councillors discussing their role. Many councillors expressed that they serve as advocates for their constituents and an information conduit in the GSA. Some councillors were not entirely sure of their role and felt that they had little impact on the GSA as a whole. Some councillors expressed that they would like to provide more meaningful feedback on policy decisions. Some councillors wanted to be more involved in the review process of work executed by the executive team, so that they may offer departmental perspectives. That said, Management has leeway in the policies to perform the work they are hired by the Board to do, and Board operates by a “fingers out” “nose in” governance philosophy. The value of opinions from Council’s diverse background should be put in this context.

One concern voiced by directors was the risk of losing a reputation for engagement. If the volunteers of council want to feel impactful and valuable, changes to GP-10 and GP-16 currently being considered may work against this request. The Board recognized that it needs to consider the importance of the feedback from Council.

Directors expressed how communication to/from Council is continuously highlighted as something that needs improvement. While some effective methods have been put in place, there has been a lack of training that impacts communication and engagement through these pathways. This has ultimately led to a loss of information or feedback. Council brings forwards proposed Ends and the GSA mission has been shaped by such proposals. Although this level of influence is accessible to Council, some councillors do not engage in existing capacities. Existing opportunities also include membership in University and GSA Committees; for instance our JPRC, which consists of directors and councillors who are interested in advancing GSA policy.

In the last Council meeting some Councillors expressed that they would have liked to be consulted prior to the release of an anti-racism statement on behalf of the GSA. The Board acknowledged that executives must be empowered to communicate with Membership as described in their role. A delay in providing a statement on racism in such times could have seemed negligent instead of proactive. In addition to this, executives should be empowered to progress government relations. We should continue to operate by the principle of “fingers out” and “nose in” for Board oversight of and Council briefings on Management activity.

The Board revisited an organizational chart, which was shared in previous meetings. Directors expressed that this chart will help develop the focus of Council in the upcoming year. The Board was reminded that 54% of respondents in the recent survey of Membership expressed that they did not know their councillor. Directors discussed how Council must serve as a representational body of membership demographics. For a problem from a department to be brought to the attention of the GSA, that councillor needs to be visible and engaged with their constituents.

This led to a discussion of the extent to which Council needs to vote on Ends directly. The Bylaws and Policies outline their role in setting ends for strategic planning, s. Council may offer an idea, the Board reviews and develops the idea by considering fiduciary and legal obligations, and management executes the resulting plan of action. Council must be in communication with constituents to propose Ends. This communication should offer feedback, but should not indicate decision-making authority. As such, Council may be seen as a forum for discussing decisions.

Some directors implied that if the opportunity to engage is met without the power to follow through with proposals, the perceived value of Council's input may be undermined. They must have enough power to impact the issues deemed reasonable and relevant. Directors expressed that engagement should not be a question of having power or not having power, as such a binary is not capable of capturing the different forms of power accessible to Council. If Council needs to see the impact and value of their feedback, then the GSA should report on progress more frequently/thoroughly.

b) JPRC 2nd readings (GP-10,16)
Deferred to future meeting.

5. Adjournment

5:01