

Board of Directors
Regular Meeting Minutes
July 15, 2020

Primary Meeting

Date: July 15, 2020
Time: 1:00 to 4:00 P.M.
Place: Zoom

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



ATTENDANCE

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			
Twesh Upadhyaya, Director			X
Naima Samuel, Director, President	X (exited during item 4.g.)		
Matthew Robbins, Chair of Council	X (exited for first in-camera session)		
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
David Billedeau, Vice President	X

Current Committees	Committee Members
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	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 Minutes (June 10, 17, 26)
2 EL Monitoring reports (EL 8,9,4)
3 Rose Vogt Award Report
4 Letter from AGM Chair
5 Housekeeping Policy Changes
6 Council Report to Board
Consent Overflow
4. Priority Items
a) Minutes (June 10, 17 confidential)
i) Council Conf Report to Board
b) Conf: Verbal Management Update
c) Conf: VPNC Recommendations
d) Verbal Management Update
e) GRT Contract
f) AGM Date Setting
g) Rose Vogt Award, GP-17 discussion (RVAEC)
h) Working Group exploring Election Appeals Committee
i) Governance Retreat tasks and timeline discussion
j) Bylaw 6 JPRC Report
k) JPRC Non-Contentious Policies
5. Other Business
Other Business
6. Action Item Review
7. In Camera Discussion
8. Adjournment

MINUTES

1. Welcoming Remarks 1:10

Stirling took the Chair and called the meeting to order at 1:10 PM. Hampton acted as secretary and Ouellette recorded the minutes.

2. Conflict of Interest Declarations 1:10

Potential conflicts of interest were claimed and discussed. Some directors indicated their investment in fossil fuels. Other directors indicated their application for the VP position and Rose Vogt Award. It was determined that applicants would leave the room upon the discussion and approval of the award.

3. Consent Agenda 1:14

The Board discussed whether the changes amended from feedback on Slack are included in the consent agenda. It is confirmed that this is the case; however, directors may call items into discussion if they have not read the feedback or want to confirm changes.

Motion to accept the agenda for this meeting. (Stirling) Accepted unanimously.

- BIRT the Board approves the June 10, 2020 Board Minutes
- BIRT the Board approves the June 17, 2020 Board Minutes
- BIRT that the Board accepts EL monitoring reports 8 and 9 into the minutes.
- BIRT the Board approves housekeeping changes to the Policy manual in the first reading, from the report provided by the Corporate Secretary
- BIRT the Board accepts the JPRC June Report
- BIRT the Board accepts the Rose Vogt Award Committee Report
- BIRT that the Board accepts Letter from AGM Chair into the minutes

BIRT that the Board accept EL monitoring report 4 into the minutes. (Marin/Reid) (y-n-a) (7-0-1) (Samuel abstained) Motion approved.

- EL 4 is called into discussion. The University did not incorporate the fee structure approved by the Board. Reconciliation was achieved as the University agreed to compensate the difference.

BIRT that the Board accept June 26 meeting minutes into these minutes. (Marin/Hampton) Vote (y-n-a) (7-0-1) Motion approved.

- Minutes for June 26 are called into discussion. A few edits are requested regarding Council's engagement.

Motion to enter confidential session at 1:22 pm (Stirling/Marin) Approved unanimously.

4. Priority Discussions 1:22

- a) Minutes (June 10, 17 confidential) 1:22

Motions carried in confidential session:

- BIRT that the Board approve the confidential Board meeting minutes from June 10th
- BIRT that the Board approve the confidential Board meeting minutes from June 17th

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- i) Council Conf Report to Board 1:36
- b) Conf: Verbal Management Update 1:43

Motion to enter in-camera session at 2:03 pm (Stirling/Samuel) Approved unanimously.

- c) Conf: VPNC Recommendations 2:03

Motion to exit confidential session at 2:25 pm (Stirling/Luong) Approved unanimously.

- d) Verbal Management Update 2:30

The SLC expansion was discussed with regard to the increase in furniture costs for WUSA and GSA. While the University had agreed to cover additional costs, COVID-19 has impacted their ability to do so. WUSA and GSA have indicated a preference not to cut costs.

The GSA could cover its portion of the shared cost but reduce the cost of the GSA space. It could also add the cost onto the \$18 fee for upcoming years. In addition, considering the installation of skyface walls could help adjust costs.

While some directors do not want to sacrifice quality for cost, others express that the plan must maintain the \$18 fee approved by the referendum. Not maintaining this cost could expose a financial liability. Executives will communicate Board feedback in upcoming discussions on this project with other stakeholders.

- e) GRT Contract 2:39

The GRT contract has been finalized, although not yet signed. The agreement should be completed before August. It is suggested that the GSA negotiate in partnership with WUSA in order to have a better bargaining position in the future.

Students may opt-out of one term in the upcoming school year, but the program suspension allowed in Spring 2020 is no longer available. If the GSA were to suspend program, students would need to purchase a pass directly from GRT for \$300 per term. The favoured option is a mandatory charge of approximately \$300 per year (\$100/term) with the option to opt-out for one term, which offers the opportunity to refund payments to Membership that do not reside in the region. Since 50-80% of Membership will likely be permitted on campus in the Fall term, this option is deemed reasonable. Incidental fees should be able to address other issues, including those potentially related to COVID-19.

- f) AGM Date Setting 2:57

The AGM will be held Thursday, August 20, 2020 at 4:00 pm (EDT). The second call for nominations went out July 16th, 2020. The CRO sets the nomination periods and will be providing updates. Nominations are due August 3rd and the campaign period will begin August 10th. The AGM Chair and CRO are tasked with finalizing campaign and voting periods without requiring additional Board approval.

BIRT that the Board approve the AGM for Thursday, August 20, 2020 at 4:00 pm (EDT). (Marin/Hampton) Approved unanimously.

g) Rose Vogt Award, GP-17 discussion (RVAEC) 3:03

There was contention from members of the committee regarding the eligibility of students who have made significant contributions at a departmental level, without necessarily focusing on the corporate ends as a whole. GP-17 clearly states the purpose of the RV award (going above and beyond to achieve the ends of the organization) which sets it apart from the President's leadership award already given by the GSA. The committee members felt like the president and staff are naturally set up to win the award, hence it is unfair to graduate students. A working group can be created to address these concerns, which last year's board (initiated the policy and award) was aware of and felt a fair selection process would negate concerns of the president winning the award by default each year.

The working group recommended that Naima Samuel receive the award. Her scoring on the rubric was discussed briefly. The working group selected the candidate unanimously.

BIRT that the Board approve Naima Samuel as the Rose Vogt Award winner for 2019-2020 as per the recommendation of the committee. (McKay/Reid) (y-n-a) (6-0-1) Motion approved.

Upon re-entering the meeting, Samuel indicated that Rose requested that her name be removed from the award title. The Board considers renaming the award as something like GSA Award of Excellence in upcoming years, or repealing GP-17 entirely.

h) Working Group exploring Election Appeals Committee 3:23

The working group application was submitted for review May 27, 2020. The group acknowledges that their activities may proceed after the AGM.

i) Governance Retreat tasks and timeline discussion 3:27

A Gantt chart was submitted for the Board's review and will be offered to the incoming executives and Board Chair.

j) Bylaw 6 JPRC Report 3:44

JPRC investigated by-law 6 after the retreat in order to clarify the description of officers and their authorities. Some wording adjustments specifically address the officer ratification suggestions. GP 6.1.2b and 6.1.5 are discussed briefly.

Changes to 6.2.3 was brought into question. The Corporate Secretary asked for support getting together the year's by-law changes for ratification at the AGM.

It was clarified that the by-laws approved by the board and brought to the membership for ratification at the AGM will be recorded, in case the proposed by-laws do not pass and the by-laws revert to the original wording. It is clarified that by-law changes take effect immediately upon approval by Board. Changes that are made during the term can be identified with parentheses indicating pending ratification.

BIRT that the Board accept by-law changes recommended to JPRC as presented in the report. (Stirling/Marin) Approved unanimously.

k) JPRC Non-Contentious Policies 3:52

Discussion of GP-1 has been postponed. GP-7, 15, and 18 are briefly discussed. The Board explores why it would be important to approve these policy changes prior to the AGM.

BIRT that the Board adopt changes to GP-7. (Reid/Hampton) (y-n-a) (7-0-1) Motion approved.

BIRT that the Board adopt changes to GP-15. (Reid/Hampton) Approved unanimously.

BIRT that the Board adopt changes to GP-18. (Reid/Marin) Approved unanimously.

5. Other Business

Deferred to future meeting.

6. Action Item Review

4:01

Action items are reviewed by Ouellette.

7. In Camera Discussion

4:13

8. Adjournment

4:57