

Board of Directors
Special Meeting Minutes
August 6, 2020

Primary Meeting

Date: August 6, 2020
Time: 5:30 to 7:00 P.M.
Place: Virtual

Overflow Meeting: N/A

Board Secretary: Tyler B. Hampton, Corporate Secretary
Minutes Taker: Naima N. Samuel, President



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		
Daniel Grimmer, Director	X		Left at 7:39
Tyler Hampton, Director, CoSec		X	
Jason Luong, Director	X		
Dmitrii Marin, Director	X		
Kareem Mostafa, Vice Chair	X		
Jennifer Reid, Director	X		
Twesh Upadhyaya, Director	X		Left at 7:07
Naima Samuel, Director, President	X		
David Billedeau, Vice 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
Robert Sproule, Accountant [§]	X	

[§] Present during the budget workshop session

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 (Chair), Samuel
Recruitment Task Force	Hampton (Chair), Mostafa, Luong, and Marin

AGENDA

1. Welcoming Remarks
2. Conflict of Interest Declarations
3. Consent Agenda
Items:
1 Minutes July 15 and July 28
2 Collated Bylaw changes for AGM
Consent Overflow
4. Priority Items
a) Budget Workshop
b) Conflict of Interest Policy
c) Confidential Minutes (July 15 and July 28)
d) Policy Second Readings
e) Speaker report to President
f) Policy first readings
5. Other Business
6. Action Item Review
7. In Camera Discussion
8. Adjournment

MINUTES

1. Welcome and Opening Remarks 4:30

Stirling takes the Chair and goes over format of meeting. One hour to be allocated to the budget workshop (not recorded) and the Board meeting to be commenced after the budget workshop.

2. Conflict of Interest Declarations 4:30

Neither real nor perceived conflicts of interest are identified.

Meeting Commences 6:02

Chair calls the meeting to order and takes attendance. Samuel records the minutes.

3. Consent Agenda 6:02

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

- BIRT the Board approves the minutes
- ~~BIRT the Board accepts the collated Bylaw changes and submits to AGM Chair~~

Collated Bylaw changes for AGM removed from consent agenda.

Consent Overflow 6:03

Reversing changes to bylaw 7.2.2. were discussed. These modifications were originally made on January 28, 2020. With the increase in Council membership, concerns around Directors' votes overtaking Councillor votes might be addressed. Directors noted that having Directors' voting rights re-instituted at Council would not have added value as the Board ultimately has the final decision on matters pertaining to the organization. Moreover, doing so would lead to Directors taking up speaking time during Council meetings and consequently preventing greater engagement from Councillors.

BIRT bylaw change to 7.2.2 be rescinded (Samuel/Mostafa)

Friendly amendment to include 7.2.1 (Marin) and keep "President and Vice President" in bylaw 7.2.1 (Reid)

- **BIRT bylaw change to 7.2.2 and 7.2.1 be rescinded excluding addition of "President and Vice President" to bylaw 7.2.1. (Samuel/Mostafa) (3-5-0) (y-n-a). Motion fails.**

The Council Speaker noted that Directors having voting rights at Council meetings would not be in the best interests of Council given that the current momentum of growth in Council may not remain in coming months. The Speaker also noted that due to tensions in Council-Board relationship in prior years as well as recent discussions, the change may be perceived negatively by Councillors.

BIRT the Board accepts the collated Bylaw changes and submits them to the AGM Chair (Stirling/Reid) (8-0-0) (y-n-a)

4. Priority Items

6:13

a) ~~Budget workshop~~

Item (a) removed from meeting agenda and was held prior to start of the meeting.

b) Conflict of Interest Policy

6:13

The Conflict of Interest Policy was introduced as having been drafted by Legal Counsel, per the directive of the Board, and covering all volunteers and staff of the GSA. It was noted that Legal Counsel recommended putting the policy into effect as soon as possible, however, the question of how Councillors would be covered under the Policy would need to be addressed as volunteers serving on Board committees are covered under the policy but Council's role has not yet been defined as such. Directors had requested to have questions about the policy with Legal Counsel at which time, adding a provision to cover Councillors could also be explored. There was some discussion on whether GP-7 could be interpreted to mean Council is not a committee of the Board, given Board committees are formed through an action of the Board.

BIRT the Board approve the Conflict of Interest Policy as GP-20 in the first reading (Reid/Stirling) (8-0-0) (y-n-a)

It was agreed that the Conflict of Interest Policy would be added to the Policy Manual as GP-20. It was noted that enacting the Policy would help protect immediate gaps and changes could be explored at a later date. It was noted that Department GSA volunteers and/or staff would not be bound by this Policy as they are not GSA volunteers or staff. Referring to Council directly in the Policy was explored, as well as the reasonableness of placing the burden of loyalty to the GSA on Councillors when their role is to represent constituents. Some Directors felt a clear distinction would need to be made between duty of loyalty to constituents and duty of loyalty to the corporation and clarity would be needed for volunteers serving with other student organizations. It was noted that the Board has a duty to the corporation as well as its members and protecting members' interest through this policy would ensure that Councillors are able to work in the interests of their constituents. Having the policy would protect against recent instances at Council where it was not certain if Councillors were speaking on behalf of constituents. It was acknowledged that Legal Counsel and Capacity Canada Governance experts had both identified defining Council's role in the corporate structure as a priority for the GSA. Amendments suggested to refer directly to Council in the Policy and including loyalty to the organization and membership were not accepted. It was determined that seeking legal advice on the question regarding Council's role would be the best course of action. It was also determined that adopting the policy in first reading and asking questions of Legal Counsel before 2nd reading would help mitigate any risks posed by not having a policy in place. It was noted that as per GP-13, the Board may approve policies in emergency and provide a rationale to Council for the emergency approval.

c) Confidential Minutes (July 15 and July 28)

6:34

Motion to enter confidential session at 6:34 (Stirling/Reid). (8-0-0) (y-n-a). Approved unanimously.

Motions carried in confidential session:

- **Motion to approve confidential minutes from July 15, 2020 Board meeting**

Motion to leave confidential session at 7:03 (Stirling/Mostafa). (8-0-0) (y-n-a). Approved unanimously.

~~d) Policy Second Readings~~

Tabled to the next meeting.

e) Speaker report to President

7:07

Motion to enter confidential session at 7:07 (Marin/Stirling). (7-0-0) (y-n-a). Approved unanimously.

Carried in confidential session:

- **Motion to extend the meeting to 7:30pm**
- **Motion to extend the meeting to 8:00pm**
- **BIRT the Board appoint Cindy H. T. Yeung as GSA Vice President of Administration and Zabeen Khamisa as GSA Vice President of Communications for a term starting August 20, 2020 and ending August 20, 2021, with the Vice President of Administration serving as the Interim successor.**

~~f) Policy first readings~~

Tabled to the next meeting.

5. Other Business

Discussed in confidential session

6. Action Item Review

8:06

Discussed in confidential session

~~**7. In-Camera Session**~~ ---

Did not take place due to time constraints

8. Adjournment

8:08

Meeting adjourned at the end of the confidential session