

Board of Directors
Special Meeting Minutes
August 19, 2020

Primary Meeting

Date: August 19, 2020
Time: 1:00 to 4:00 P.M.
Place: Virtual

Overflow Meeting: N/A

Board Secretary: Tyler B. Hampton, Corporate Secretary
Minutes Taker: Tyler B. Hampton



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 | | |
| Tyler Hampton, Director, CoSec | X | | |
| Jason Luong, Director | X | | |
| Dmitrii Marin, Director | X | | |
| Kareem Mostafa, Vice Chair | X Entered at 1:13 Left at 2:58 | | |
| Jennifer Reid, Director | X | | |
| Twesh Upadhyaya, Director | X Entered at 1:28 | | |
| 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 |
|--------------|----------------------------|----------------|
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| 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

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|---------------------------------------------|
| 1. Welcoming Remarks |
| 2. Conflict of Interest Declarations |
| 3. Consent Agenda |
| Items: |
| 1 August Council Report to Board |
| 2 Bériault Resignation Letter |
| 3 Budget Report |
| 4 Minutes (August 6) |
| 5 EL-5 Report |
| 6 Disband 2019-2020 RVAEC |
| 7 President OT |
| Consent Overflow |
| 4. Priority Items |
| a) Budget |
| b) Strategic Plan |
| c) Confidential minutes |
| d) Confidential session |
| e) Policy Second Reading (GP-10, 16) |
| 5. Other Business |
| 6. Action Item Review |
| 7. In Camera Discussion |
| 8. Adjournment |

MINUTES

1. Welcome and Opening Remarks 1:04

Stirling takes the Chair and welcomes the Board to the last meeting of the year. The Chair congratulated the Board and Management on navigating both the Student Choice Initiative and COVID-19 both in the same year, and the Council Speaker on the increased engagement and feedback in council. This Board team has accomplished a lot this year and through all the tough circumstances, no one has given up. The team has supported each other and allowed for thorough and respectful debate on how to advance the interests of members and improve the governance of their GSA.

The Board reflected on achievements of the last year and what they were most proud of. Time was spent contemplating how some things might have been done differently, and how we can transfer that knowledge to the next Board when they are elected on August 20 at the AGM.

2. Conflict of Interest Declarations 1:32

The Council Speaker made the Board aware of their involvement with GSEF, since funding related to GSEF's interests is part of the budget. No other real nor perceived conflicts of interest were identified.

Meeting Commences 1:33

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

3. Consent Agenda 1:34

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

1. BIRT the Board accept the Council Report into the minutes
2. BIRT the Board approves the resignation of Director Phil Bériault
3. BIRT the Board accepts the Budget Report into the minutes
4. BIRT the Board approves the Aug 6 minutes
5. BIRT the Board accepts the EL-5 Report into the minutes
6. BIRT the Board disband the 2019-2020 Rose Vogt Award of Excellence Committee
7. BIRT the Board approve the President's 40 hours of overtime.

The Board Chair Job Description was removed from the consent agenda as it was not ready yet. The next Board after the AGM will be briefed on this job description.

4. Priority Items 1:38

a) Budget 1:38

BIRT the GSA Board approve the operating budget for the 2020-2021 fiscal year (Samuel/Reid).

The President introduced the proposed 2020-2021 operating budget and opened the floor for questions.

The outgoing and incoming President spoke to questions about remunerations for volunteers including the Board Chair, the Deputy Board Chair, the Council Speaker, and the Deputy Council

Speaker. It has been standard practice to not offer remuneration to the Deputy Chair and beginning next year (diverging from 2019) the Deputy Speaker will not be offered remuneration. There is no proposed change to Board Chair and Corporate Secretary remuneration. The incoming President spoke to the need for the GSA to create a more equitable situation and for roles including the Board Chair, Speaker, and Corporate Secretary to be more fairly thanked (compensated). Other Directors emphasized that remunerations should be proportional to time contributions.

Motion to increase the compensation of the Board Chair and Council Speaker to \$800/month and the Corporate Secretary to \$500/month (Marin/Samuel). Vote (y-n-a) (7-0-2). Hampton and Stirling abstain.

Management discussed the budgeted time available to minute-taker roles for both the Council and the Board.

A Director asked about how much confidence Management has in enrollment projections portrayed in the Budget. The University may not share updated enrollment numbers for the Fall term until late August (1 week later than normal).

Final vote on the motion.

BIRT the GSA Board approve the operating budget for the 2020-2021 fiscal year (Samuel/Reid). Approved unanimously.

b) Strategic Plan 2:05

BIRT the GSA Board approve the 2020-2023 Strategic Plan (Samuel/Hampton).

The President thanked the Board for the feedback shared over the last week. A Director asked for a reconsideration of the language used to refer to students with disabilities (both short and long term). Language was changed to “students with accommodation needs and/or disabilities.” As part of the community building part of the strategic plan, Directors complimented the value of facilitating these small interest groups to provide safe communities for students.

Final vote on the motion.

BIRT the GSA Board approve the 2020-2023 Strategic Plan (Samuel/Hampton). Approved unanimously.

Motion to enter confidential session at 2:25 (Stirling/Samuel). Approved unanimously.

c) Confidential Minutes 2:25

d) Confidential Session 2:30

Motion to leave confidential session at 3:14 (Stirling/Samuel). Approved unanimously.

e) Policy Second Readings

3:14

The Board reviewed feedback collected from May on the first readings of GP-10 and GP-16 regarding the President and Vice-President. Previous discussions at the Board had raised concerns of giving veto-power to Council over employees of the Board, when Council does not oversee those employees, and does not interact with them as much as the Board. The President indicated that responses had been provided to feedback from Council between May and June. The Council Speaker had received more comments after the June Council meeting. Discussion today will address these comments and responses will accompany the Board update to Council in the September Council meeting.

Motion to approve GP-10 in the second reading (Reid/Grimmer)

The first reading of the policy passed by the Board in May made it unclear whether Council had a role in reappointment of the President. Section 2.a. stated that a recommendation be presented to Board and Council. However, the Bylaws make it clear in 6.1.2 that the "President [and Vice-President] shall be appointed by the Board of Directors". A Director called for clarity in the new policy, so it is not misinterpreted. While the new policy makes it clear that Council feedback is important throughout the process, including Councillor presence on the President Nominating Committee, discussions at the Board since May have highlighted that best management practice dictates that a body that is not an employee's supervisor should not have say over reappointment, and assessing job quality via performance appraisal. A Director reflected on their time as a Councillor and how GP-16 is a recent policy compared to the rest of the policy manual, and originally the Vice-President was not mentioned in the policy upon its adoption in April 2018, despite Council's prior involvement in their hiring and reappointment. The President stresses that they want future Presidents to be treated fairly and for their re-employment opportunities to be strictly governed by their performance relative to the job description when hired.

Motion to amend GP-10.2.a to add the sentence. "Following collection of feedback from Council, the Board will approve reappointment of the President." after the first sentence "If the President is eligible for reappointment, no fewer than three months before the end of the incumbent President's first term, the committee will determine whether the President should be offered a second term and present recommendations to Board and Council."
(Hampton/Samuel)

A Director raised a point of privilege that they had prepared in advance a report on the relationship between the GSA and its volunteers and on implications of significant changes to GP-10 and GP-16, but that the report had not yet been distributed for reading by the other Directors.

**Motion to call the question on the amendment (Reid/Hampton). Vote (y-n-a) (6-2-0).
Vote on the amendment: (6-2-0). Marin votes in opposition. Motion passes.**

The Director reads their report. In summary, the report highlights the fragile nature of student/volunteer involvement with the GSA, including the Council, and how removing the privilege of Council to vote on President reappointment might impact their willingness to volunteer. The report emphasizes that the GSA should strive to make volunteers' contributions impactful, valued and recognized; and identifies the engagement problems citing the recent Vital Signs Survey and one of the previous Speaker's reports. The report recommends reviewing of the GSA's volunteer

framework using the Canadian Code for Volunteer Involvement and refraining from limiting the Council's participation in the GP-10 and GP-16 at this time.

Motion at 4:00 to extend the meeting to 4:30 (Hampton/Samuel). Approved unanimously.

The Council Speaker is asked to review the results of a survey issued in June to Councillors, including questions such as "What do Councillors see their role as". Results were variable in detail, but the predominant themes were to 1) advocate for their constituents, and 2) provide oversight (or some other language) over the Board and Management. The Board Chair recalls hearing one remark that a Councillor was tired of Board-like tasks at Council meetings. The President reflects on their time as a Councillor and on their own perceived successes and failures during their tenure in increasing engagement with Council. A Director asks that discussion return to the motion at hand.

Motion to move the question (Stirling/Reid) (y-n-a) (7-0-1). Motion passes.

Final vote on the motion:

Vote on the motion to approve GP-10 in the second reading (Reid/Grimmer).

Vote (y-n-a) (6-2-0). Motion passes.

Discussion moves to GP-16.

4:11

Motion (Reid/Samuel) to approve GP-16 in the second reading

with the following amendments:

- **adopt similar language in 3a as just approved in GP-10: "Following collection of feedback from Council, the Board will approve reappointment of the Vice President.";**
- **remove the words "or reappointment" from 3g.**

The Board Chair addresses two weeks of pay after termination at the end of GP-16. The President explains that previously the Vice-President was only part time with the President has been full time. With new hours for the positions in the 2020-2021 Budget this policy may need to be revisited, specifically at the end of GP-10.

Motion at 4:30 to extent the meeting to 5:00 (Samuel/Grimmer). Approved unanimously.

The Council Speaker provided a motion based on feedback from a Councillor.

Motion for GP-16.3 to mirror the format of GP-10.2 (Robbins)

The Corporate Secretary informed the Council Speaker that there are dissimilar parts of the two policies, and they can't necessarily be directly mapped onto one another.

Motion was withdrawn.

The President reviews the By-laws and how By-law #6 gives exclusive authority to the Board to appoint the President and Vice President.

Discussion ends and the vote takes place.

Vote on the motion to approve GP-16 in the second reading with amendments.

Vote: (y-n-a) (6-1-1). Motion passes.

Motion to change “two months” to “two weeks” in GP-10.4 (Reid/Samuel). Approved unanimously.

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| 6. Action Item Review | 4:50 |
| 7. In-Camera Session | 4:53 |
| 8. Adjournment | 5:00 |