

Board of Directors
Regular Meeting Minutes
October 14, 2020

Primary Meeting

Date: October 14, 2020
Time: 1:30 P.M. to 4:00 P.M EST.
Place: Virtual

Overflow Meeting: N/A

Board Secretary: Vacant
Minutes Taker: Naima Samuel



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]
Tyler Hampton, Director	X		
Dmitrii Marin, Director	X		
Kareem Mostafa, Director	X		
Jennifer Reid, Director	X		
Twesh Upadhyaya, Director	X		
Aiden Feng, Director	X 1:33 PM		
Kelly Zheng, Director	X		
Thomas Storwick, Director	X		
Nicholas Palaschuk, Director	X		
Nastaran Nezamabad, Director	X 1:35 PM		
Cyrus Fiori, Director	X		
David Billedeau, Director, President	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
Naima Samuel, Governance and Strategy Coordinator	X	
Matthew Robbins, Chair of Council	X	
Kevin McKay, General Manager	X	

Current Committees	Committee Members
Board Executive (Spring)	Reid (Chair), Billedeau, Fiori, Feng, Upadhyaya
Joint Policy Review	To be determined
Audit and Financial Risk	To be determined
Governance Oversight	To be determined
Recruitment Task Force	To be determined

AGENDA

1. Welcoming Remarks
2. Conflict of Interest Declarations
3. Consent Agenda
Items:
a) EL-10 Monitoring Report
b) EL-11 Monitoring Report
c) EL-12 Monitoring Report
d) August 17 Minutes
e) August 19 Minute
f) September 16 Minutes
Consent Overflow
4. Priority Items
a) Confidential session (approval of confidential minutes)
b) Council update
c) Workplan
d) JPRC membership
e) Committee appointments
f) Officer appointments
5. Other items
a) Annual general meeting
b) Meeting rules of order
6. Action Item Review
7. In Camera Discussion
8. Adjournment

MINUTES

Meeting Commences **1:31**
Reid takes Chair and calls the meeting to order at 1:31 PM. Samuel records the minutes and attendance.

1. Welcome and Opening Remarks **1:31**
Chair goes over format of meeting and rules of order. A brief introduction on goals shared by Directors encompassing advocacy and outreach, governance, and oversight, and next steps is provided. Reviewing the letters patent to include SLC/PAC was mentioned as an item for consideration.

2. Conflict of Interest Declarations **1:38**
Declaration of confidential conflicts of interest to the Chair of the Board are encouraged. It is noted that while private disclosures are acceptable, real or perceived conflicts of interests related to public topics should be declared publicly for greater transparency. Upadhyaya raises perceived conflict of interest with running for Joint Policy Review Committee (JPRC) and putting forward motion to change composition of JPRC. Chair notes this as not being a conflict of interest. No real nor perceived conflicts of interest are identified.

3. Consent Agenda **1:41**

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

Item e) is removed for discussion

- a) BIRT the Board accept the EL-10 Monitoring Report into the Board minutes
- b) BIRT the Board accept the EL-11 Monitoring Report into the Board minutes
- c) BIRT the Board accept the EL-12 Monitoring Report into the Board minutes
- d) BIRT the Board approves the August 17 minutes
- ~~e) BIRT the Board approves the August 19 minutes~~
- f) BIRT the Board approves the September 16 minutes

e) BIRT the Board approves the August 19 minutes (Reid/Mostafa)

Board members suggested edits outlined below which were incorporated before approval.

Motion to revise 4.e. paragraphs #5 and #7 (Marin/Reid) (4-0-8) Billedeau abstains.

Motion to revise 4.e. paragraph #3 (Reid/Hampton) (4-0-8) Billedeau abstains.

**BIRT the Board approves the August 19 minutes as amended (Reid/Mostafa) (5-0-7)
Billedeau abstains.**

4. Priority Items

- a) Confidential session (approval of confidential minutes) 1:56

Motion to enter confidential session at 1:56 (Reid/Mostafa) (11-0-0).

Motions carried in confidential session:

- BIRT the Board approves the August 17 confidential minutes (Reid/Hampton) (5-0-7)
- BIRT the Board approves the August 19 confidential minutes (Reid/Hampton) (5-0-7)
- BIRT the Board approves the September 16 confidential minutes (Reid/Hampton) (8-0-4)

Motion to leave confidential session at 2:03 (Reid/ Fiori) (12-0-0).

b) Council update

2:04

Speaker provides verbal update on Council October 7th meeting attendance, guest speakers and discussions. There were 10-15 new councillors in attendance at the meeting who were provided a first round of training prior to the meeting. A second more in-depth training session is scheduled for late October. Presenters at meeting included Jeff Casello, Megan Ross, Sandra Hanmer, and a member of Legal Counsel member who spoke on GP-20 and its implications for volunteers. At the meeting, Councillors' provided feedback on issues faced by graduate students in their departments highlighting decrease in TA positions as a major concern. Finding from research contracts on uWaterloo expenditures and animal welfare findings were also shared at the meeting. The concept of "loyalty and duty to the GSA" is discussed, noting the guidance from legal and governance experts on development of policies, and the GSA's mission to serve students, which is aligned with duty of service to constitutes. It is noted that loyalty to GSA as a volunteer is loyalty to furthering the mission and ends of GSA, which is ultimately serving graduate students. To help diffuse any uncertainty, it is noted that this concept will be emphasized at Council if the topic is brought up again at a future meeting.

c) Workplan

2:10

President provides background on GP-15, highlighting budget approval took place prior to workplan being approved due to transition. Strategic priorities and objectives are presented with associated data and scope of the workplan as it relates to the strategic plan. Changes to staffing and areas of focus to advance Ends and strategic priorities are also presented. A list of upcoming surveys is shared which includes a housing survey to be conducted jointly with WUSA in October, and a follow-up COVID-19 impact survey to be conducted jointly with GSPA and IAP in November.

BIRT the Board approves the GSA workplan for the 2020-2021 fiscal year (Billedeau/ Palaschuk) (12-0-0)

A question was raised on how the intersection of housing data and PhD minimum funding levels will be handled. The President mentions that progress is being made on housing discussions at GSRC and further discussions will be held at Town and Gown committee as well as housing campus stakeholders. Community building was raised an area requiring further elaboration with emphasis on inclusion of smaller communities and specific groups. Clarification was also sought on alignment of planned activities and their overlap across goals, with the President's vision for building community. The President clarifies that duplication of KPIs across goals and objectives may help show interconnectedness, and notes the GSA is well positioned to support community building particularly with an expanded staff team. New coordinator positions, such as the Equity coordinator, will work towards creating initiatives to support greater engagement and advancement of core issues such as equity. The

addition of Grad House patio is noted as an effort to increase engagement with students having mobility requirements. Issuing of research contracts and increased communication and events are hoped to address inclusion of smaller groups. President agrees to consider incorporating additional activities into the Workplan which specifically targeting general outreach. Concerns around KPIs in the Workplan are raised with request to revise KPIs considering feedback provided via Slack. Definitions of KPIs in GP-15 and Chartered Professional Accountants guide for performance monitoring are highlighted as important references. Emphasis is placed on having KPIs that are forward looking, are measures rather than a one-time outcome (e.g. hires) and are suitable to track performance and progress towards goals overtime (i.e. reveal trends). Given time constraints associated with implementing the Workplan, several Directors express support for proceeding with approving the Workplan and having revised KPIs brought forward for approval at a future meeting. President agrees to revise KPIs based on feedback from Board with the understanding that revised KPIs will be brought to the Board for final approval at a future Board meeting during Fall 2020.

d) JPRC Membership

2:41

WHEREAS it is important to engage with graduate students at large, and

WHEREAS the JPRC is an excellent opportunity for students to be involved with the GSA, and

WHEREAS the JPRC has historically had trouble filling all of its assigned seat quotas,

BIRT the JPRC composition be changed to three directors of the board and two GSA members at-large.

BIFRT that the three directors be elected by the board, with the two members at-large then selected by the JPRC.

(Upadhyaya /Zheng) (7-3-2) Billedeau and Reid abstain.

Background on changes being proposed was shared, noting greater involvement of graduate students with the GSA through committees as a key strategic priority. Removing Council membership was to allow for members at-large to serve on the committee, however, Councillors can also apply to serve. It was noted that the previous JPRC recommended continuing the Council's role on the committee. A key issue last year was lack of clarity about governance roles of Board and Council and the previous committee structure did not align well with understood roles. A concern was raised that this motion would reduce the Council's role in the GSA governance and would negatively impact Council engagement. It is noted that considering Council's perception is important to manage impact of proposed changes on Board-Council relationship, and the Board should continue to ensure Council input is received in the best way possible. However, the Board should also act in its authority to implement change for improving overall governance. The Speaker raises concerns over completely removing Council membership from JPRC, particularly as it pertains to review of GP policies. The distinction between giving feedback before a recommendation is made versus giving feedback after the fact is noted, with emphasis placed on ensuring Council feels engaged and is aware of changes if approved. A suggestion is made to consider having 1 or 2 Councillor

seats to ensure feedback from Council is being considered. It is also suggested that the Policy Coordinator serve on the committee. It is clarified that “power” is not being taken away from Council as all requirements are in place to ensure policies changes are shared with Council for feedback as per GP-13. Furthermore, seats on JPRC can still be held by Councillors. It is further clarified that appointments will be made by the three Directors serving on JPRC, with the expectation that a report on the appointments will be provided to the Board. It is agreed that amending the motion to add Policy Coordinator or specific Council seats would be premature, and instead these considerations will be made by the three Directors appointed to the committee and will be incorporated into updated Terms of Reference (ToR) of the committee.

e) Committee appointments

3:05

Chair calls for three volunteers for Joint Policy Review Committee. Upadhyaya, Marin, and Storwick are nominated.

BIRT the Board appoints Twesh Upadhyaya, Dmitrii Marin and Thomas Storwick to the Joint Policy Review Committee (Reid/Hampton) (10-0-2) Upadhyaya abstains.

Chair calls for volunteers for Governance Oversight Committee. Hampton, Mostafa, Palaschuk and Marin are nominated.

BIRT that the Board appoints Tyler Hampton, Kareem Mostafa, Nicholas Palaschuk and Dmitrii Marin to the Governance Oversight Committee (Reid/Zheng) (9-0-3)

Chair calls for volunteers for Audit and Risk Committee. Fiori and Nezamabad are nominated.

BIRT the Board appoints Cyrus Fiori and Nastaran Nezamabad to the Audit and Risk Committee (Reid/Mostafa) (10-0-2)

Chair calls for volunteers for Recruitment Taskforce. It is noted that at least one member from the board is needed on the taskforce. Hampton, Mostafa, Zheng, Nezamabad, and Storwick are nominated.

BIRT the Board appoints Tyler Hampton, Kareem Mostafa, Kelly Zheng, Nastaran Nezamabad, and Thomas Storwick to the Recruitment Task Force (Reid/Hampton) (8-0-4)

e) Officer appointments

3:19

Chair calls for nominations for Corporate Secretary appointment. Zheng is nominated.

BIRT the Board appoints Kelly Zheng as the Corporate Secretary (Reid/Hampton) (11-0-1)

Outgoing Corporate Secretary speaks to discussion held regarding onboarding and incoming Corporate Secretary shares thoughts on how the role could be developed further to ensure transfer of knowledge, institutional memory retention and checks and balances.

Chair calls for nominations for Deputy Board Chair appointment. Mostafa is nominated. Outgoing Deputy Board Chair provides insight into responsibility of the role and notes that work will need to be done to set better expectations for the role moving forward.

BIRT the Board appoints Kareem Mostafa as the Deputy Chair (Reid/Zheng) (11-0-1)

Chair calls for nominations for Treasurer appointment noting that typically, the Executive Manager is appointed to the Officer role. McKay is nominated.

BIRT the Board appoints Kevin McKay as the Treasurer (Reid/Storwick) (12-0-0)

A question is raised regarding duration of committee and officer appointments and it is suggested that JPRC review the question (noting the two options of Annual General Meeting (AGM) or directorship terms) and provide feedback to the Board.

5. Other Items

a) Annual General Meeting

3:36

BIRT the Board approves holding the next Annual General Meeting in April 2021. (Reid/Mostafa) (8-3-1)

Several directors express support for holding the AGM in April to allow for better planning given timing of GSA activities scheduled for May 1 start date. It is also noted that approving an earlier date would allow for changes to scheduled date if any hurdles are encountered. Onboarding new directors and officers, in addition to budgeting, planning and monitoring could be challenging if the scheduled for September as several uWaterloo activities and projects kick off in September. With the current Executives (President and Vice Presidents) terms being out of sync with the May 1 timeline, there are challenges to President's performance appraisal that have to be addressed also. It is also noted that terms of several current Directors end on April 30, 2021, and if the AGM is held In August, there will be vacancies that would need to be filled. While extension to terms could be considered, this should not be taken lightly. A suggestion is made to appoint/hire new team to have an overlap that ensures proper transition in May. Other directors express support for an August AGM to better engage members given exams are scheduled in April. A suggestion is made to review GSA's operating structure to align less with corporate annual fiscal year and more with academic year structure of uWaterloo with a September start date. It is noted that changing the timeline to April midway through pandemic may not be the best option and term extensions may be considered instead. The outgoing AGM Chair shares insights on logistics and decision surrounding timing of AGM noting that the AGM can be conducted virtually by instituting bylaws. The outgoing AGM Chair reiterates the importance of taking term extensions seriously. Concerns are raised regarding implications of current motion and it is agreed that the results from the motion will provide an indication of which date is preferred pending review of legislative and bylaw requirements. It is suggested that the JPRC is tasked with confirming if the AGM can be conducted online.

b) Meeting rules of order

Postponed

6. Action Item Review **Postponed**

- i. KPIs in the 2020-2021 Workplan to be revised by President based on feedback from Board. Further feedback to be solicited from Board ahead of December Reporting of Workplan progress by President.
- ii. Duration of appointments for officers and committees to be forwarded to JPRC for review and feedback. JPRC to recommend one of two options for duration of appointments: a) until the next AGM, or b) until end of directorships i.e. April 30, 2021

7. In Camera Discussion **3:58**

Motion to move to in camera discussion until 4:05 (Reid/Hampton) (12-0-0).

8. Adjournment **4:05**