

Board of Directors
Regular Meeting Minutes
November 11, 2020

Primary Meeting

Date: November 11, 2020
Time: 1:30 P.M. to 4:00 P.M EST.
Place: Virtual

Overflow Meeting: N/A

Board Secretary: Kelly Zhang
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]
Aiden Feng, Director	X		
Cyrus Fiori, Director	X 2:01 PM		
David Billedeau, Director, President	X		
Dmitrii Marin, Director	X		
Jennifer Reid, Director, Board Chair	X		
Kareem Mostafa, Director, Deputy Chair		X	
Kelly Zheng, Director, Corporate Secretary	X		
Nastaran Nezamabad, Director		X	
Nicholas Palaschuk, Director	X		
Thomas Storwick, Director	X		
Twesh Upadhyaya, Director	X Left at 4:06 PM		
Tyler Hampton, Director	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
Cindy Y. T. Yeung, Vice President Admin.	X	
Kevin McKay, General Manager, Treasurer	X	
Matthew Robbins, Chair of Council	X	
Naima Samuel, Governance and Strategy Coordinator	X	

Current Committees	Committee Members
Board Executive (Fall 2020)	Reid (Chair), Billedeau, Fiori, Feng, Upadhyaya
Joint Policy Review	Marin, Storwick, Upadhyaya
Audit and Financial Risk	Fiori, Nezamabad
Governance Oversight	Hampton, Marin, Mostafa, Palaschuk
Recruitment Task Force	Hampton, Mostafa, Nezamabad, Storwick, Zheng

AGENDA

1. Welcoming Remarks	5
2. Approve Agenda	5
3. Conflicts of Interest	
4. Consent Agenda	<i>Min</i>
Items:	
a) EL-4 Monitoring Report	
b) EL-13 Monitoring Report	
c) Operations and Finances Report	5
d) October 14 Minutes	
e) Annual General Meeting Minutes	
Consent Overflow	5
5. Priority Items	<i>Min</i>
a) Council update	5
b) Confidential session (approval of confidential minutes)	5
c) Winter 2021 Fees and SLC-PAC furniture costs	20
d) Annual Board Agenda	15
e) Council governance	25
6. Other items	
a) Confidential session (OrganizeUW collaboration update)	25
7. Action Item Review	5
8. In Camera Discussion	10
9. Adjournment	

MINUTES

Meeting Commences **1:30**
Reid takes Chair and calls the meeting to order at 1:30 PM. Samuel records the minutes and attendance.

1. Welcome and Opening Remarks **1:31**
Chair does a quick introduction on governance boot camp and how Board can apply governance principles and what we want to prioritize and improve the Board. The Chair shares insights from governance boot camp on seeking diverse points of view and relates these to rules of order and format of meeting and rules of order.

2. Approve Agenda **1:33**

Amendments:

Motion to change agenda to include approval of new JPRC terms of reference as part of 5c (Upadhyaya /Storwick) 5 mins (9-0-0)

Motion under 5c Resolution on Graduate House fees for the Winter 2021 term: BIRT the GSA will not collect Graduate House fees in the Winter 2021 term and will reassess Graduate House operations for the Spring 2021 term at a future meeting (Billedeau/Hampton) (9-0-0)

Motion to approve meeting agenda (Reid/Zheng) (9-0-0)

3. Conflict of Interest Declarations **1:39**
Standing conflict of interest from Robbins as member on GSEF as Coordinator. Robbins to respond with information only regarding item 5c. on endowment fees. No other real nor perceived conflicts of interest are identified.

4. Consent Agenda **1:40**

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

Item 4.c and 4.d. is removed for discussion

- a) BIRT the Board accept the EL-4 Monitoring Report
- b) BIRT the Board accept the EL-13 Monitoring Report
- ~~c) BIRT the Board accept the Operations and Finances Report~~
- ~~d) BIRT the Board approves the October 14 minutes~~
- e) BIRT the Board recommends approval of the Annual General Meeting 2020 minutes to the membership

c) Operations and Finances Report

Motion to accept the Operations and Finances report (Marin/Hampton) (9-0-0)

A question is raised regarding deficit of \$141,000 in Spring 2020 due to contribution to scholarship and other costs and current year's projected deficit and considerations for mitigating any losses. The President notes that report provides financial situation and at the tail end, the expenses were high because of scholarship and legal counsel costs. The budget for the current fiscal year provides sound overview of core service areas and with introduction of key line items of support, the GSA is getting ahead of unexpected large expenditure items such as scholarship contributions, capital expenditures, etc. The President notes that these costs will not reoccur in the current year and legal counsel consulting will be significantly less given the situation is more settled than Spring 2020. President agrees to provide more information on the Studentcare COVID credit as well as breakdown of legal consultation costs in Spring 2020 with insight on changes or lessons learned at a later date.

d) October 14 confidential minutes

BIRT the Board approves the October 14 minutes (Hampton/Marin)

It is suggested that August 19 minutes changes do not need to be elaborated on in the minutes. Changes to content to reflect historic practice of capturing amendments approved. Further, two sentences are added in item 4.d. JPRC membership. Amendments are noted as friendly.

BIRT the Board approves the October 14 minutes with amendments (Hampton/Marin) (9-0-0)

5. Priority Items

a) Council update

1:57

Council Speaker provides verbal update on affairs of Council during the November meeting of Council. Presentation on ombudsperson, open letter was overwhelmingly supported by Councillors. Breakout sessions were held which focused on issues within departments and TA related issues. Notes from the session are provided to Management to guide advocacy efforts. Call for several initiatives was made including involvement with GSA committees and initiatives, as well as feedback on mental health training module and survey for Sexual violence taskforce. A refresher on Social media engagement was provided by the Vice President of Communications along with plans for council outreach in the coming months. Update from OrganizeUW was provided by Graham Cox who shared information about the work of the committee. An open letter was provided by Councilors on OrganizeUW to Council for sharing with constituents. Concerns were raised by Board and Council regarding the letter. Council approved the letter pending Board approval, with 17 in favor and 4 against.

Directors noted that role of Councillors associated with the open letter and OrganizeUW was not clear. Further, Councillors did not declare Conflict of Interest (COI) at the start of meeting which made it unclear whether the letter was presented by organizers or non-organizer Councillors. It was also noted that none of the Councillors have signed the new COI policy required to be submitted annually as per GP-20. Chair notes that forms are expected to be received in the coming weeks to ensure declarations are made proactively given that GP-20 is in effect. Non-compliance will be brought to the Board for deliberation and issue warning, and for the Board to determine what action to take if non-compliance continues.

b) Confidential session (approval of confidential minutes) 2:03

Motion to enter confidential session at 2:03 (Reid/Storwick) (10-0-0)

Motions carried in confidential session:

- BIRT the Board approves the October 14 confidential minutes (Reid/Hampton) (10-0-0)

Motion to leave confidential session at 2:07 (Reid/Zheng) (10-0-0)

c) Winter 2021 Fees and SLC-PAC furniture costs 2:08

BIRT the GSA will not collect Graduate House fees in the Winter 2021 term and will reassess Graduate House operations for the Spring 2021 term at a future meeting. (Billedeau/Hampton) (10-0-0)

The President seeks Board feedback on Winter 2021 fees and provides overview of Graduate House fee changes, noting path forward for Graduate house in winter term due to recent developments which include steep decline in revenue and clientele due to COVID and projections for Winter 2021 estimated at 3rd of the revenue from Winter 2020. It is noted that potential labor subsidies are not included in projections due to lack of clarity on applicability of subsidies. As per EL-3, the Graduate House is an essential service and in order to shut down the service in Winter, board approval is being sought. Options outlined in the Presidents report and associated costs are discussed including nature of layoff, tightening of COVID restrictions, dependency on COF (Contingent on Funding), and projected opt-outs. The recommended path prioritizes health and safety of employees and takes into account reputational risks associated with keeping the service running in Winter 2021. It is noted that legal risks with staying open are minimal to none. The President indicates that staff were made aware of options and while staff would prefer to keep the Graduate House operational in Winter 2021, they are equally understanding of shutting the service down. Directors raise questions regarding layoff costs and termination costs, work that could be allocated to make good use of staff time if the service continues in Winter 2021, and changes to service such as delivery. President indicates that changes to service were considered but were not deemed effective. President also provides clarity on layoff and termination options (as per uWaterloo Policy 18) and associated costs, as well as current usage of the service compared to prior terms. Termination is not recommended given the value current staff bring and expenses associated with hiring and training new staff. President also indicates that there are limitations on consultation with students given time constraints. It is noted that the proposed motion does not limit Management's ability to choose between options presented in the report. Board approval will be sought for either of the two options.

MOTION to extend the meeting by half hour, until 4:30pm (Reid/Hampton) (10-0-0)

~~BIRT the GSA Board approves option 1 outlined in the SLC-PAC Furniture Costs – November 2020 report and authorizes the release of up to \$30,000 in funding to cover SLC-PAC furniture costs, with the expectation that costs will be reimbursed to the GSA at a future date. Motion withdrawn.~~

Management presents update on SLC-PAC expansion furniture costs overage discussions with uWaterloo administration noting that uWaterloo has agreed to contribute \$200,000 in funding to cover furniture cost overage as well as other cost overages (AV, athletics equipment). The remaining costs are \$100,000 which WUSA and GSA can collectively contribute to if they are able. WUSA will be consulting with its Board to contribute up to \$70,000 in funding to the project. Given the recent developments, the options for the GSA Board to consider are: 1) to ask for extension of fee collection to cover the overage, or 2) to contribute up to \$30,000 in funding to support the project as GSA's contribution. Based on discussions with uWaterloo and WUSA, it is recommended the Board consider option 2 to support the SLC-PAC expansion project. It is noted that the recommendation is different from the recommendation presented in the report to the Board because of recent funding contributions from other stakeholders and the logistic complication associated with option 1). It is also clarified that the amount being requested is the same despite uWaterloo contributing more than anticipated to the project because additional funding covers costs other than furniture (i.e. AV, equipment, etc.). The President notes that there is enough funding in the GSA savings to cover the costs, and Management will reach out to GSEF to seek up to \$10,000 in funding support as part of the \$30,000 contribution pending Board approval.

Fiori declares conflict of interest as Board member on GSEF.

BIRT the GSA Board authorizes the release of up to \$30,000 in funding to cover SLC-PAC furniture costs as the GSA's contribution to the project. (Billedeau/Hampton) (10-0-0)

JPRC Terms of Reference

3:13

A brief overview of Board decision on JPRC membership is provided by Upadhyaya along with background to JPRC's process for putting together the TOR and incorporating suggested changes.

Motion to approve the new JPRC Terms of Reference (Upadhyaya /Storwick) (10-0-0)

Friendly amendment is made to the Terms of Reference to state Council Speaker or Designate. Corporate Secretary confirms commitment to serve on JPRC.

d) Annual Board agenda

3:16

The purpose of the agenda and current draft of the agenda is discussed noting that key items from the previous agenda are included in the draft. Action items that committees would like to include in the annual Board agenda are to be based on committee timelines and committee agendas. Additional considerations are noted including accommodations resulting from changes due to COVID, term end dates for the Vice Presidents and President as they relate to date of the AGM, as well as officer appointments. It is noted that timelines are misaligned, and the Recruitment Taskforce will be discussing these issues as well with a focus on how involvement with the GSA might be impacted. It is proposed that terms are normalized to start in May to ensure smoother transition given increased workload in September. A suggestion is provided to potentially extend two semesters to the end of the current Vice Presidents and President terms to allow for normalized transition in May 2022. Changes to workplan submission from President is discussed noting that JPRC may review relevant policies and make suggestions. It is noted approval of the President's workplan is not required to continue operations of the GSA as per BM-4. The Board agrees to

have committees meet and bring back items for the annual agenda, and for the Board to discuss at a later date how to resolve issue with terms being misaligned.

e) Council governance

3:31

Board's approach to formally defining Council's role is discussed. It is noted that defining the role more clearly will help show accountability of the Board. Emphasis is placed on information Board needs from Council to decide on clarifying the Council role within the GSA-UW governance structure. Directors mention that there is role conflict on what ought to be as opposed to what is realistic within the organization. It is further noted that volunteer involvement overall is not clearly defined, and the Board should focus on developing a volunteering engagement strategy. Data will be needed to understand how the dynamics of the relationships are working in order to develop a strategy. The report on volunteer involvement provided earlier could serve as a starting point for developing a strategy and additional consultations could be done and changes made (e.g. more direct contact with membership similar to JPRC) to provide recommendations. The Chair notes that a feedback survey will be sent out to Council in the coming week and breakout sessions will be held on how Council would like to see its role in the GSA governance structure at the December Council meeting. Directors will be asked to lead breakout sessions. Director input will be sought on questions for the survey as well as areas to be covered such as engagement at Council, interaction with constituents, changes to communications with Board and Management, and initiatives Councilors would like to host. The questions will be developed with constraints of current system in mind and considering data from the most recent Council survey. The feedback from the new survey and breakout sessions will be compiled into a report that will be presented at the December or January Board meeting.

6. Other Items

a) Confidential session (OrganizeUW collaboration update)

3:53

Motion to enter confidential session at 3:53 (Reid/ Upadhyaya) (10-0-0)

Motions carried in confidential session:

- BIRT the Board accepts the Council open letter on unionization without edits (Reid/Hampton) (8-0-1)

Motion to leave confidential session at 4:32 (Reid/ Fiori) (9-0-0)

7. Action Item Review

4:33

- Management to provide (offline) follow-up on legal consultation in Spring 2020 with breakdown and insight on changes or lessons learned for board discussion at later date.
- Committees to meet and bring back an annual agenda for each committee
- Directors to think about annual agenda and terms misalignment and contribute to this discussion at a later date.
- Management to draft Council feedback survey and share with Board and Council Speaker.
- Board Chair to draft questions for breakout discussion at Council.
- Board Chair to schedule Special Board meeting to discuss Conflict of Interest (COI) situation with OrganizeUW, collaboration with the group, and resources constraints for unionization support.

7. In Camera Discussion 4:34

Motion to move to in camera discussion at 4:34 (Reid/Storwick) (9-0-0)

8. Adjournment 4:45