

Board of Directors
Regular Meeting Minutes
December 9, 2020

Primary Meeting

Date: December 9, 2020
Time: 1:30 P.M. to 4:00 P.M EST.
Place: Virtual

Overflow Meeting: N/A

Board Secretary: Kelly Zheng
Minutes Taker: Naima Samuel



ATTENDENCE

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 Left at 3:30		
Cyrus Fiori, Director	X		
David Billedeau, Director, President	X		
Dmitrii Marin, Director	X Left at 4:13		
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 1:33 PM		
Twesh Upadhyaya, Director	X		
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

<i>Agenda item</i>	<i>Min</i>
Welcoming Remarks	5
Welcoming Remarks	
Declarations of Conflict of Interest	
Approve Agenda	
1. Consent Agenda	10
Items:	5
a. November 11 Regular Meeting Minutes	
b. November 11 Confidential Meeting Minutes	
c. EL-2 Monitoring Report	
d. Workplan Update Report	
e. President’s Report to the Board	
f. President’s Report to the Council	
Consent Overflow	
Council update	5
2. Board Capacity Building/Board Education	20
a) Information management and online collaboration tools (ie. Document management tools and virtual meeting supports)	
3. Action items (30 min)	15
a) Winter 2021 BEC appointments	5
b) Confidential session: Action items from Special meeting	10
4. Our future positioning	40
a) Preparing for Board and Management transitions	
5. Operational concerns	50
a) Confidential session: human resources action items	25
b) Graduate House fee structure	15
c) Health and Dental credit	10
6. Concluding remarks	10
Announcements + next agenda	
7. Adjournment	

MINUTES

Meeting Commences 1:32

Reid takes Chair and calls the meeting to order at 1:32. Samuel takes attendance and records minutes.

Welcome and Opening Remarks 1:32

Chair does territorial land acknowledgement.

Conflict of Interest Declarations 1:33

Chair calls for declaration of perceived or real conflicts of interest. Fiori informs the Board he is no longer active as Board member on GSEF (Graduate Studies Endowment Fund).

Approve Agenda 1:33

Motion to approve the General meeting agenda and Confidential meeting agenda. No objections.

1. Consent Agenda 1:35

Motion to adopt the consent agenda by unanimous consent. Agenda Adopted.

Item 1.b.is removed for discussion

- a. BIRT the Board approves the November 11 Regular Meeting Minutes
- ~~b. BIRT the Board approves the November 11 Confidential Meeting Minutes~~
- c. BIRT the Board accepts the EL-2 Monitoring report
- d. BIRT the Board accepts the Workplan Update report
- e. BIRT the Board accepts the President’s Report to the Board
- f. BIRT the Board accepts the President’s Report to the Council

Overflow 1:36

1.b. Confidential minutes from November 11, 2020 Board Meeting

Motion to move item 1.b. to January 2021 meeting of the Board. Approved by consent.

Directors note it would be useful to consider November 11 minutes in context of the minutes from the special meeting in November.

Council Update 1:37

Speaker provides information on the December meeting of Council. An update on the mental health training module was shared with councillors expressing concerns over endorsing the current version of the module without revisions to length and format of the module. Councillors brainstormed ideas on key issues to provide feedback to incoming UW President – including impact of COVID-19, tuition and communication. The diversity of issues across faculty and departments was noted. Updates were also provided on program changes in MEDI, organizeUW, status of the proposed GSA philanthropy fund, the GSA equity plan, and intellectual property issues. Small group discussions were held on the role of council in GSA. Several Councillors noted they were drawn to GSA because of past experience, desire to improve leadership abilities, represent graduate students, unionization, and to facilitate communication between department and GSA. Suggested improvements to support included more direct and frequent communications, peer-to-peer mentoring, information on what previous councillors have done to promote

knowledge retention, and how to have greater influence on actions of GSA. Directors raised question on status of councillor handbook as it pertains to knowledge transmission and contribution to GSA. Speaker noted that a reduced version of the handbook was sent out in October and work is being done on a second version with plans to be sent out as soon as possible, preferably by late December.

2. Board Capacity

1:43

- a) Information management and online collaboration tools (ie. Document management tools and virtual meeting supports)

Corporate secretary provided an overview of knowledge storage methods, current storage capacity, and future considerations. Options are presented showing costing and capacity. Storage capacity on platforms like Google drive can be expanded depending on needs of the GSA. Directors raise concern over managing documents in different places and propose having one central location for storing all documents. Directors recommend choosing platforms that allow for online collaboration given the relevance of online collaboration during COVID and post-COVID. In addition, Directors note that video conferencing, ease of adding/removing users, electronic filling of corporate documents, and search capability that allows for tagging information should also be considered. A governance library is proposed as one option for sharing resources online. Directors agree needs of both Board and Management should be collectively considered along with cost when selecting a solution. The Corporate Secretary notes that Board documents have already been migrated and Management intends to migrate documents as quickly as possible, with Council following suit. It is agreed that the Corporate Secretary will take the lead on finding the most suitable solution and any feedback should be provided to the Corporate Secretary via email.

3. Action Items

2:05

- a) Winter BEC appointments

2:05

The Chair calls for volunteers for the Board Executive Committee. Directors ask if they can serve in consecutive terms. Chair clarifies that rotation is encouraged to provide all directors an opportunity to serve but if there is lack of interest, consecutive terms are acceptable. The importance of new directors volunteering when possible to prepare for future leadership is noted. Fiori and Storwick are self-nominated.

BIRT the Board appoints Thomas Storwick and Cyrus Fiori to the Winter 2021 Board Executive Committee (Reid/ Upadhyaya) (10-0-2). Fiori and Storwick abstain.

- b) Confidential session: Action items from Special meeting

2:12

**Motion to enter confidential session at 2:12. No objections.
Motion to leave confidential session at 2:39. No objections.**

4. Future Positioning

2:39

- a) Preparing for Board and Management transitions

Directors discussed terms for GSA Executives and knowledge transfer during transition. Proposal for transition committee was presented and Director term duration was also shared. Direction is sought from Board on terms for Directors and Executive Team in 2021 to ensure all processes as per policy are followed for recruitment and hiring. Options discussed include 12-month terms, 8-month terms, and 16-month terms. Directors recommend hiring of President overlaps with outgoing Director terms to allow the current Board Chair to serve on the Hiring Committee for a smoother transition. Directors also suggest addressing transient knowledge gaps through the Director handbook and including contextual information on new policies in the handbook. Directors recommend Councillors who are more involved are encouraged to run for Director seats to promote knowledge transfer. Directors also suggest a longer returning Director term to ensure knowledge of outgoing directors is passed on to new Directors. It is recommended that assigning a mentor to train/transition and help build capacity and learning, or a model for side-by-side learning (similar to the model used for having the outgoing corporate secretary support incoming corporate secretary) should be considered. Transition/training models to be further discussed by the Recruitment Task Force. Directors noted staggered terms are not common for Directors in student organizations and the GSA is well positioned for transition given the President and Executive Manager stay on to assist with knowledge transfer to Board. It is proposed to have the Annual General Meeting (AGM) in April and transition in May. The high turnover of Directors is noted, and it is agreed preparation for transition would be further discussed at a future meeting of the Board. The Chair agrees to prepare agenda for transition of board terms and president recruitment and share with the Board.

~~BIRT the Board approves the annual Board agenda~~

JPRC notes it is seeking feedback from Directors and Management to ensure agenda set by JPRC is reasonable. Feedback to be provided offline directly to JPRC.

5. Operational concerns

3:02

- a) Confidential session: human resources action items

3:02

Motion to enter in-camera session at 3:02. No objections.

Motion to leave in-camera session at 3:46. No objections.

- b) Graduate House fee structure

3:46

The President presented a proposal to eliminate the Graduate House fee of \$23.50 and split the fee into a mandatory fee of \$12.69 and an optional fee \$2.47. The mandatory fee would cover fixed and essential costs while the optional fee would help cover events and promotions. Direction was sought from the Board on the process to be followed and proposed changes. The Board agrees to provide feedback to the President offline over Slack. Some Directors disagree with the President's interpretation of bylaws regarding fee changes, noting that the new fee is a mandatory fee and should therefore be approved through referendum. Historic context around the Student Choice Initiative (SCI) was provided to support the discussion. It was noted that context related to the SCI while relevant, would not influence the process to be followed. Directors agreed that more discussion was needed before a referendum could be conducted. Given the fee would be changed from optional to mandatory, there may be a risk in instituting a mandatory fee without consultation with membership. President flagged timeline implications for decisions around referendum.

Motion to extend meeting by 15 minutes (Reid/Mostafa) (9-2-0)

c) Health and Dental credit 4:00

President provided context on credit received from Studentcare due to impact to health and dental services during the pandemic. It was noted that service was accessible, usage was normal compared to past years, and students were able to utilize the service during the policy year. Students could have used or maxed out their plans prior to or after the period of service disruption. President recommended using the credits to bolster the health and dental plan reserves, as per recommendation from Studentcare, due to logistical challenges associated with doing a refund. Some directors raised concerns over the GSA not providing refund to students given Studentcare recognizes restrictions on access to service. It was suggested that Management consult with University of Waterloo Finance to at least try to pursue a refund through Quest to compensate members for restrictions and reduce financial burden caused by the pandemic. Directors noted that doing so would not set a precedent for giving a refund for other fees and situations. President emphasized complications associated with doing a refund and suggested considering applying credit to future fees. Some Directors noted Management's authority to address the refund without needing to consult the Board on logistics of the process. The Board agreed to revisit the discussion at a future meeting if the Board determines it needs a greater role in such decisions.

~~BIRT the Studentcare refund (amounting to \$121,334.41) will be transferred to the GSA's internal health and dental plan reserve fund.~~

6. Concluding remarks 4:13

Announcements + next agenda

Chair provided an overview of tentative discussion items for the January meeting of the Board:

- Governance: role of committees, role of council and board, reports from bootcamp and report on councilor feedback*
- Annual board agenda and committee agenda: feedback to be provided on JPRC agenda and committee chairs to provide input for annual Board agenda*
- Studentcare refund*
- Referendum decision around Graduate House fee*

7. Adjournment 4:15