

Board of Directors
Special Meeting Minutes
January 20, 2021

Special Meeting

Date: January 20, 2021
Time: 10:30 A.M. to 12:00 P.M EST.
Place: Virtual

Overflow Meeting: N/A

Board Secretary: Kelly Zheng
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 10:35		
Cyrus Fiori, Director	X Left at 11:59		
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 Left at 12:01		
Nicholas Palaschuk, Director	X		
Thomas Storwick, Director	X		
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.		
Kevin McKay, General Manager, Treasurer	X	
Matthew Robbins, Chair of Council	X 10:59 Let at 11:59	
Naima Samuel, Governance and Strategy Coordinator	X	

Current Committees	Committee Members
Board Executive (Winter 2021)	Reid (Chair), Billedeau, Fiori, Mostafa, Storwick, Zheng
Joint Policy Review	Upadhyaya (Chair), Marin, Storwick, Zheng
Audit and Financial Risk	Fiori, Nezamabad
Governance Oversight	Mostafa (Chair), Hampton, Marin, Palaschuk, Reid
Recruitment Task Force	Hampton, Mostafa, Nezamabad, Storwick, Zheng

AGENDA

<i>Agenda item</i>	<i>Min</i>
Welcoming Remarks	10
Welcoming Remarks	
Declarations of Conflict of Interest	
Approve Agenda	
1. Consent Agenda	5
Items:	5
a. December 2020 KPI report	
b. January 2021 President Update report	
c. Rose Vogt Award report	
d. PNC appointments	
e. Governance Bootcamp report	
Consent Overflow	
2. Action items (65 min)	65
a) Approve annual Board agenda and committee annual agendas	30
b) President's performance evaluation	10
c) Appoint Chief Returning Officer	10
d) GP-17 amendments	15
3. Concluding remarks	5
Announcements + next agenda	
4. Adjournment	

MINUTES

Welcoming Remarks **10:33**

Reid calls the meeting to order at 10:33 and delegates Deputy Chair Mostafa as Chair. Chair makes land acknowledgement. Samuel takes attendance and records minutes.

Conflict of Interest Declarations **10:35**

No real or perceived conflicts of interest are declared.

Approve Agenda **10:36**

Motion to adopt meeting agenda. No objections

1. Consent Agenda **10:36**

It is clarified that accepting President's report does not imply approving the CRO's appointment.

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

Item 1.d. is removed for discussion and item 1.f. is struck.

- a. BIRT the Board accepts the December 2020 KPI report
- b. BIRT the Board accepts the January 2021 President Update report
- c. BIRT the Board accepts the Rose Vogt Award report
- d. ~~BIRT the Board appoints Jennifer Reid to the President Nominating Committee~~
- e. BIRT the Board accepts the Governance Bootcamp report
- f. ~~BIRT the Board accepts the Council Feedback report~~

Overflow **10:41**

1.d. President Nominating Committee (PNC) Appointments

Directors raise the importance of President appointment/reappointment and recommend having a significantly larger committee size (with at least two Directors) to oversee the appointment/reappointment process. It is noted that GP-10 does not specify how many people should serve on the PNC and only requires equal representation from Board and Council. New Directors are encouraged to serve on the committee to build knowledge for transition. It is agreed to have more directors on PNC and nominations are accepted from the floor. Reid, Storwick and Upadhyaya are nominated.

BIRT Jennifer Reid, Thomas Storwick and Twesh Upadhyaya are appointed to the President Nominating Committee (Mostafa/Hampton) (7-0-4) Upadhyaya, Reid and Storwick abstain.

2. Action Items **10:55**

a) Approve annual Board agenda and committee annual agendas **10:55**

The Board Chair provides overview of the annual agenda noting that the annual agenda is aligned with the fiscal year to provide future boards a reference document for better planning.

BIRT the Board approves the 2020-2021 Board Annual Agenda (Reid/Marin) (11-0-0)

Directors note appraisal for Executive Manager should be added to the annual agenda. President agrees to provide a performance appraisal for Executive Manager by end of Winter 2021.

Amendment to Annual Board Agenda: approval of Executive Manager performance appraisal to be done in April 2021 (Reid/Marin) (11-0-0).

Friendly amendment to accept ARC recommendation of auditor for 2021-2022 fiscal year in March 2021 accepted.

BIRT the Board approves the JPRC Winter 2021 Agenda (Upadhyaya/Mostafa) (11-0-0)

JPRC Chair provides overview of JPRC term agenda emphasizing JPRC will work on items delegated by the Board to ensure work is manageable and priorities are clearly understood. Directors raise question about JPRC's role in condensing bylaws and JPRC's review of ToR in its reporting schedule. JPRC Chair indicates that focusing on condensing bylaws would not be the best course of action this year due to time constraints and other pressing issues that JPRC intends to put into bylaw and policies (such as elections, resignation, and vacancies). It is also clarified that the JPRC revised its ToR and removed the requirement of an annual review schedule. Review of bylaws and policies will be done as needed.

BIRT the Board approves the GOC Winter 2021 Agenda (Mostafa/Hampton) (11-0-0)

Overview of GOC's term agenda is provided noting that the work of the committee will span over a 2-year period to retain institutional memory. The work is categorized into themes which will be reported on a monthly basis. A priority for the current term will be role clarification for the Board, its committees (including Council), and Directors. GOC also re-vamped its ToR and will also review how committees should communicate with each other. Directors provided feedback on GOC reviewing Letters Patent. It was noted that the letters were developed many years ago and have language that is uncommon for letters in corporations. Suggested areas for consideration as part of the review included removing mention of gaming which could hinder graduate student engagement, removing requirement for a social club, and focusing on advocacy. Directors also proposed ensuring role of Board in Letters Patent is not oversized and focus instead on what the GSA is in terms of being a service provider and the Board's role as having oversight. Directors also noted that any changes to letters and supplementary letters would need membership approval which could be obtained during the Annual General Meeting (AGM).

Motion to strike ARC Winter 2021 Agenda and the Recruitment Task Force Winter 2021 Agenda. No objections.

~~**BIRT the Board approves the ARC Winter 2021 Agenda**~~

~~**BIRT the Board approves the Recruitment Task Force Winter 2021 Agenda**~~

b) President's performance evaluation

11:30

Whereas the current President is eligible for a second term and, whereas GP-10 requires the President Nominating Committee (PNC) to determine whether the President is offered a second term based on satisfactory performance, BIRT the Board requests the PNC to evaluate the President's performance for Board approval. (Reid/Mostafa) (10-0-1) Billedeau abstains.

The Board chair provided background on last year's President performance appraisal noting that the appraisal was done by the Board Chair and presented to Board for review. The Board Chair recommended having the PNC do the performance appraisal, given the amount of work needed. Having multiple individuals involved would be beneficial for getting buy-in. Directors raised questions about how the President would be evaluated given there are comprehensive ways of measuring performance such as ELs and Ends. The Board Chair noted that PNC would be discussing how to approach the evaluation and would be using the form from Human Resources in the process as well as incorporating the ELs and reviewing what other organizations do. It was agreed that details of the evaluation will be shared with the Board during the February meeting to ensure approach aligns with policies. Directors also noted lack of interest from Council in Board work (e.g., JPRC) which might delay reappointment process if feedback is delayed. The Speaker noted that the Speaker and Deputy Speaker may serve on PNC and will work diligently to ensure remaining appointments to PNC are completed on time as well as feedback from Council is obtained in a timely manner.

c) Appoint Chief Returning Officer

11:41

BIRT the Board appoints Sara Drisdelle as the Chief Returning Officer (Jen/Kareem) (8-2-1)

President shared changes to Student Engagement Coordinator position noting hours for the role were split and allocated to a new position, Elections coordinator, to which Drisdelle was appointed. Given that the CRO responsibilities align with the Elections coordinator, the President proposed Drisdelle is appointed to the position. President mentioned onboarding Drisdelle would be easier because of familiarity with the GSA processes and systems. Some Directors raised concerns around absence of a ToR, noting that responsibilities of CRO are comprehensive (voting procedures, nomination periods, ethics, and campaigning) and making an appointment without a clearer job description and ToR and/or policy changes would not be prudent. Board Chair clarifies that the CRO is an officer role and ToR is not required (similar to CGO, Corporate Secretary, and Treasurer). The Board Chair notes that role clarification appears to be the issue, and this can be addressed through policy by a Board committee (e.g., GOC). It is clarified that other officer positions have policies or at minimum a job description and having either of these is important. Other Directors note the importance of having a CRO appointed as soon as possible to support work needed for AGM. Further concerns around maintaining impartiality are raised. A suggestion is made to appoint a CRO from membership and have Drisdelle serve as Deputy Returning Officer to provide administrative support. The President notes that the CRO is compensated, and therefore full assurance of impartiality will be hard to maintain. Ultimately, the Board will have oversight on performance of CRO and impartiality. Directors propose moving forward with approving the appointment and retroactively applying a ToR, policy and/or job description in February.

Motion to extend meeting by 20 minutes (Reid/Storwick) (9-2-0)

b) GP-17 amendments

11:59

Whereas the GSA has representation on the President’s Community Impact Award Committee and the Student Leadership Award Committee, BIRT GP-17 be eliminated (David/Reid) (2-4-3) Motion fails.

Feedback from members on the Rose Vogt Award (RVA) Committee last year indicated the award was tailored to GSA Executives, Councillors, and other volunteers rather than graduate students at large. The committee members had recommended changing the criteria of the award to exclude GSA executives and volunteers. Eliminating the award was also suggested given there are other awards (such as Community Impact Award, Student Leadership Award, GSEF award) which recognize student leaders. Some Directors suggest keeping the RVA and designating it to recognizing Executives and Board. Graduate students at large could be recognized by the Presidents’ Leadership Award. Keeping the RVA would help encourage exceptional service. Directors also pointed out that Directors serve as volunteers and go out of their way to support Board work. It is therefore important celebrate the Board and Executive team when they go above and beyond what is expected of them. It was noted that if any objection about the award was raised by Rose Vogt, her name could be removed. President notes the award is given by the Board, therefore ensuring impartiality would be challenging. In addition, selecting and awarding winner takes time of the Board which could be allocated elsewhere. To ensure impartiality, some Directors suggested students nominate candidates from Board or Executive and the winner is voted upon. Directors also indicated existing awards do not justify removal of GP-17 policy and the wording of GP-17 protects against giving the award only to GSA Executives or volunteers. As per policy, Executives and volunteers are evaluated based on the extent to which they go above and beyond what is expected of them. It was also noted that the award was set up to recognize excellence in serving the graduate student community. Directors emphasize the importance for the GSA to have the award as a celebratory moment at the AGM and preserve relevance for GSA President, Executives, and volunteers among the graduate community. Directors suggested that last year’s feedback from RVA committee be considered to reform GP-17 instead of eliminating the policy altogether. It was recommended that because GP-17 does not require nominations for RVA to begin in January, a modification to the current motion, or the same motion, should be considered at the February meeting.

3. Concluding Remarks

12:24

Board Chair provides overview of agenda for next meeting and concludes meeting.

4. Adjournment

12:26