

**Board of Directors**  
**Special Meeting Minutes**  
**January 21, 2021**

**Special Meeting**

Date: January 21, 2021  
Time: 3:00 P.M. to 5:31 P.M EST.  
Place: Virtual

**Overflow Meeting: N/A**

**Board Secretary: Kelly Zheng**  
**Minutes Taker : Naima Samuel**



**ATTENDANCE**

<b>Name and Position</b>	<b>Present</b>	<b>Regrets*</b>	<b>Absent</b>
	["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 3:03		
Cyrus Fiori, Director	X Left at 3:59		
David Billedeau, Director, President	X		
Dmitrii Marin, Director	X		
Jennifer Reid, Director, Board Chair	X		
Kareem Mostafa, Director, Deputy Chair	X 3:42		
Kelly Zheng, Director, Corporate Secretary	X 3:03 Left at 5:29		
Nastaran Nezamabad, Director	X 3:02 Left at 4:31		
Nicholas Palaschuk, Director	X		
Thomas Storwick, Director	X 3:04		
Twesh Upadhyaya, Director	X		
Tyler Hampton, Director	X Left at 4:30		

\*A time in the Regrets or Absent column indicates a director arriving at that time, after the meeting was called to order

<b>Other</b>	<b>Present with notice</b>	<b>Present</b>
Cindy Y. T. Yeung, Vice President Admin.		
Kevin McKay, General Manager, Treasurer	X Left at 4:14	
Matthew Robbins, Chair of Council	X Left at 4:14	
Naima Samuel, Governance and Strategy Coordinator	X Left at 5:30	

<b>Current Committees</b>	<b>Committee Members</b>
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	5
Welcoming Remarks	
Declarations of Conflict of Interest	
Approve Agenda	
1. Consent agenda	10
Items:	
a. November 11 Confidential Meeting Minutes	
b. November 26 Special Meeting Minutes	
c. November 26 Confidential Meeting Minutes	
d. December 9 Regular Meeting Minutes	
e. December 9 Confidential Meeting Minutes	
f. December 9 In-camera Meeting Minutes	
g. December 16 Special Meeting Minutes	
h. December 16 Confidential Meeting Minutes	
i. December 16 In-camera Meeting Minutes	
j. Winter 2021 Workplan report	
Consent overflow	
Council update	5
2. Board Capacity Building/Board Education (10 min)	10
a) Information management	10
3. Action items (10 min)	10
a) Information management	10
4. Our future positioning (45 min)	45
a) Role clarification in governance	20
b) GP-20 amendments	10
c) Performance monitoring	15
5. Concluding remarks	10
Announcements + next agenda	
6. Adjournment	

**MINUTES**

**Welcoming Remarks** **3:01**  
*Reid takes Chair and calls the meeting to order at 3:01. Chair informs the Board that the Board Executive Committee (BEC) will discuss schedule for Board meetings for Winter 2021 and inform Directors. Chair makes land acknowledgement. Samuel takes attendance and records minutes.*

**Conflict of Interest Declarations** **3:02**  
*Robbins declares perceived conflict of interest regarding GSEF discussion because of role as GSEF coordinator. No other real or perceived conflicts of interest are declared.*

**Approve Agenda** **3:03**

**Motion to adopt meeting agenda. No objections.**

**1. Consent Agenda** **3:04**  
*Directors raise question about distribution of confidential minutes via Board mailing list noting that confidential and in-camera minutes have different restrictions (e.g., certain topics are not to be distributed using uWaterloo resources). Directors recommend following established practice when sharing confidential and in-camera minutes over email. The Corporate secretary clarifies that information was reviewed before minutes were shared. Chair moves discussion on distribution of minutes to a later point in the meeting.*

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

*Item 1.j.is removed for discussion.*

- a. BIRT the Board approves the November 11 Confidential Meeting Minutes
- b. BIRT the Board approves the November 26 Special Meeting Minutes
- c. BIRT the Board approves the November 26 Confidential Meeting Minutes
- d. BIRT the Board approves the December 9 Regular Meeting Minutes
- e. BIRT the Board approves the December 9 Confidential Meeting Minutes
- f. BIRT the Board approves the December 9 In-camera Meeting Minutes
- g. BIRT the Board approves the December 16 Special Meeting Minutes
- h. BIRT the Board approves the December 16 Confidential Meeting Minutes
- i. BIRT the Board approves the December 16 In-camera Meeting Minutes
- ~~j. BIRT the Board accepts the Winter 2021 Workplan report~~

Overflow 3:07  
1.j. Workplan report

**BIRT the Board accepts the Winter 2021 Workplan report (Reid/Zheng) (11-0-0)**

*Directors asked for clarification regarding Management's role in reviewing governance structures, delays on surveys, implementation of recommendations from research contracts, and virtual events for Winter 2021. President clarified that President and Vice Presidents will not be involved in PNC and VPNC since they intend to re-run for the positions. President also clarified that recommendations from research contracts are implemented on an ongoing basis, and events in Winter 2021 include targeted events for select groups to help further engagement with these*

*groups. President agreed to provide further clarification on questions raised over Slack. Directors also asked for examples of KPI and their progress to date for the Board's knowledge and for keeping a good appraisal that can be communicated to stakeholders. Directors also discussed appropriateness of KPIs on what should and should not be included in KPIs and the importance of tracking and reporting on certain areas even if the GSA does not directly control them. Some Directors suggested alternatives to KPIs. President noted that KPIs are new to organization and feedback from Board is very valuable. Management to continue collaborating with the Board on what are important KPIs that go beyond the current work year. It is agreed that the President will share further information on KPIs over Slack for Directors to provide feedback.*

Council Update

3:22

*Speaker provided an overview of the December Council meeting. Update on the winter semester was shared by Jeff Casello noting research would not be affected by the lockdown, and minimum graduate funding levels would be considered in the coming weeks. The GSA Campus partnership coordinator updated Council on work being done on setting up a centralized list of UW resources on GSA website and building relationships, in particular with the Office of Indigenous initiatives, the Waterloo Indigenous center, the Writing and Communication Center, and the Library. Council discussed Graduate House fee changes. Council was equally split with but slightly in favor of the proposal. Some concerns were raised around having a mandatory fee, but Council was mostly in support of the proposal since it would support graduate students overall. Preliminary results from the Council feedback survey were also shared. The results showed that Councillors conception of their role had changed, the role was clearly stated, and Councillors felt that serving on Council was an effective use of time and resources. An update from OrganizeUW was also provided noting community endorsement and upcoming events. Presentations were made for recruiting for Board, Speaker, and committees.*

**2. Board Capacity Building/Board Education**

**3:26**

a) Information management

*Corporate secretary provided information on effective document search and management of information. Purpose of letters patent, articles of incorporation, bylaws, and policies and procedures was also shared. A short tutorial was provided on how to search for documents and propose changes to governing documents (including use of motions) using Bylaw 11 as an example. Types of motions were also shared. The corporate secretary noted that all documents had been moved to Google drive and are also accessible on Sharepoint.*

**3. Action Items**

**3:39**

a) Information management

**BIRT the Board approves moving board document management from Sharepoint to Google Drive (Zheng/Hampton) (11-0-1)**

*The corporate secretary clarified that the free version of Google drive would be used for storing Board documents of 2020-2021. Research on options was shared noting issues and disadvantages of other alternatives: Sharepoint, Dropbox, and BoardEffects. Paid version will be considered in the future depending on needs of the Board including confidentiality and privacy issues. Directors asked about rationale for discontinuing use of Sharepoint. It was clarified that Google drive offers*

*better collaboration, permission management, usability, synchronization, and downloading of folders. It was noted that University of Waterloo is planning to move to Google workspace in a couple of years. Corporate secretary agreed to look at adding extensions to address issue of version control on Google drive and provide an update on storage management via Slack.*

**4. Our future positioning** **3:51**

a) Role clarification in governance 3:51

*Role clarification across the organization was identified for improving governance. Proposal was made to have the Governance Oversight Committee (GOC) provide recommendations to the Board on how to address role clarification, and for the Board to delegate JPRC for policy action recommendations and involving Council Speaker for any changes to CP policies. Role of Council was highlighted as a priority to ensure shared understanding of role across the organization. Directors noted that the Council feedback survey shows Councillors understand their role, however it appears to be unclear to the membership at large. The Speaker noted a quick guide was developed in October 2020, accessible via the GSA website, that outlined Council meeting business and major responsibilities. Some directors suggested that role of Council should be reviewed by the Board as a whole instead of being delegated to GOC. Chair noted that delegating to GOC would allow for deeper discussion, and GOC would then bring recommendations to the Board for a decision. Other issues raised included review results of GSA website search on Google and availability of a Council handbook. Directors suggested the Speaker coordinate with GOC on content pertaining role of Council in the handbook to ensure definition of role is explicit and clear. Directors are asked to provide feedback on whether Board should review role of Council or if GOC should review it. Chair noted that GOC and BEC would be consulted to determine the path forward*

b) GP-20 amendments 4:11

**Motion to enter in-camera session at 4:11 (Reid/Mostafa) (11-0-0)**

Motions carried in confidential session:

- Move to extend meeting to 5:00pm (Reid/Billedeau) (7-3-1) Palaschuk abstains.
- Motion to extend meeting to 5:30pm. No objections.

Motion to leave in-camera session not put forward.

**5. Concluding Remarks** **5:20**

*Concluding remarks were made during in-camera session.*

**4. Adjournment** **5:31**

*Motion to leave in-camera session not put forward.*