

Board of Directors
Regular Meeting Minutes
February 10, 2021

Special Meeting

Date: February 10, 2021
Time: 2:00 P.M. to 4:00 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 2:06		
Cyrus Fiori, Director	X		
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 2:04		
Nicholas Palaschuk, Director	X 2:02		
Thomas Storwick, Director	X		
Twesh Upadhyaya, Director	X Away 2:30-3:00pm		
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.		
Matthew Robbins, Chair of Council	X	
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	Billedeau (Chair), Fiori, Nezamabad
Governance Oversight	Mostafa (Chair), Hampton, Marin, Palaschuk, Reid
Recruitment Task Force	Hampton, Mostafa, Nezamabad, Storwick, Zheng
President Nominating Committee	Reid, Upadhyaya, Storwick

AGENDA

<i>Agenda item</i>	<i>Min</i>
Welcoming remarks	5
Welcoming remarks	
Declarations of conflict of interest	
Approval of agenda	
1. Consent agenda and Speaker update	10
DRAFT Consent Items: a. EL-13 representation report b. Financial and Operations monitoring report c. Speaker job description d. January 20 meeting minutes e. January 21 meeting minutes f. By-law 3 amendment g. February 2021 President Update Report	5
Consent overflow	
Council update	5
2. Board Capacity Building/Board Education	30
a. Education on institutional memory	10
b. Director/employee turnover	20
3. Action items	45
a. EL-8 amendment	5
b. GP-17 amendments	10

GSA-UW Board of Directors Meeting February 10, 2021

c. AGM date	5
d. CRO duties and responsibilities	15
e. Board Executive Committee role	10
4. Operational concerns	20
a. GH fee referendum	10
b. Organizational changes	10
5. Concluding remarks	10
Announcements + next agenda	
6. Adjournment	

MINUTES

Welcoming Remarks **2:00**
Reid takes Chair and calls the meeting to order at 2:00. Chair makes land acknowledgement. Samuel takes attendance and records minutes.

Conflict of Interest Declarations 2:02
No other real or perceived conflicts of interest are declared.

Approve Agenda **2:02**
Motion to adopt meeting agenda. No objections.

1. Consent Agenda **2:03**
No objections.

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

- a. BIRT the Board accepts the EL-13 representation report
- b. BIRT the Board accepts the Financial and Operations monitoring report
- c. BIRT the Board approves the Speaker job description
- d. BIRT the Board approves the January 20 meeting minutes
- e. BIRT the Board approves the January 21 meeting minutes
- f. See document 1f_JPRC-Bylaw-3
- g. BIRT the Board accepts the February 2021 President's Update Report

Council Update 2:03
Jeff Casello presented on principles of graduate funding and proposed increases to TA rates and minimum funding levels (and RA rates). Council discussed the funding principles and a motion to support this proposal narrowly failed, with 12 votes in favor, and 14 against. Councillors asked for greater transparency within principles and voiced concerns around actionable items, and estimated cost of living and shelter. Council voted down the proposed increase in the minimum funding levels/RA rates as it was felt to be too small. Motion to increase TA rate passed. Concerns were raised about students whose funding packages make up TAships. There was an update from OrganizeUW and volunteers offered to join GSA PNC.

2. Board Capacity Building/Board Education **2:08**

a) Education on institutional memory 2:08
The governance and strategy coordinator gave a presentation on the GSA's governance history, highlighting key changes and decisions, and areas for the Board to be aware of moving forward. Key events between 2017 and 2020 were mentioned pertaining to policy registry changes, service changes, staffing changes, Board-council relationship, finances, and transitioning. Key areas to discuss moving forward included compliance with governance policies, hiring of an Executive Manager, Director training and onboarding, and formally defining officer roles. Directors raised questions about change of title from General Manager to Executive Manager, and what the transition in 2018 entailed. It was noted that the title change was initiated by the Board at the time based on input from the General Manager at the time, given the General Manager title did not capture some of the executive and governance functions that were under the General manager's portfolio. The transition was noted as being a challenging time with little staff support available

to the incoming President at the time. Future transitions however would not have the same challenges because of the structures and staffing support that have been established since 2018.

- a) Director/employee turnover 2:35
Discussion was centered on onboarding of new directors and how onboarding could be improved. New directors shared their experience and made recommendations to provide a more formalized online training modules to be able to apply policies and bylaws situationally; overview of policies and bylaws; instituting a board-buddy mentorship system to match a returning director with a new director; retreats and workshops with case study for policy application that incorporate questions and solutions; and historic context on critical issues and changes, as well as timeline of decisions and their implications. Returning directors suggested ensuring roles are clearly understood, and onboarding reinforces shared understanding of mission and focus on strategic thinking rather than operational issues. Suggestions were also made around creating a space where directors feel free to raise questions and participate.

3. Action Items 2:54

- a) EL-8 amendment 2:54

Whereas good governance practices recommend systematic collection of information and documents of the organization’s activities to promote stability and quality of services and to facilitate the transition between executives;

Whereas the Board undertook actions to create the director’s Handbook and to maintain the policy manual to facilitate Boards process and the transition between boards; whereas the Council is working on creating a similar document for new councillors; whereas the current policy manual does not require the President to maintain a manual facilitating and recording operational activities of the organization;

Whereas the GSA-UW, as a student government, has a high turnover of executives and directors;

Whereas the failure to transition knowledge between executives is an outcome with a significant risk to the organization’s operations;

Whereas the Board and membership of the GSA-UW approved by-law 11 requiring creation and maintenance of an operating manual;

Whereas it is a duty of directors and officers to comply with the corporate by-laws per section 127.1(2) of the Corporations Act;

Whereas the President is “the Board’s sole official connections to the operational organization, its achievements and conduct” (BM-1);

BIRT the Board’s policy “Executive Limitations 8 Asset Protection” is amended by adding item “13. Fail to maintain, annually review and publish an operating manual consisting of information and documents to facilitate and record the activities of the organization.” (Marin/Zheng)

Background on justification for changes is presented noting that compliance with bylaws is required and having direction in the limitations would ensure the work is carried out. Clarity is sought by the President on intent of direction in the motion. It is clarified that the President is responsible for interpreting ELs reasonably and there is room for flexibility for the President to decide what to include in the manual. The language is deliberately broad to avoid being prescriptive to give latitude to the President.

**Motion to table discussion until end of meeting to allow wording to be revised
(Storwick/ Palaschuk) (10-1-0)**

b) GP-17 amendments 3:06
Resolutions are proposed to change name of the award in GP-17, eligibility criteria, and timeline for the award.

BIRT the “Rose Vogt Award of Excellence” noted within GP-17 will be renamed the “GSA Community Development Award” (Billedeau/Hampton) (12-0-0)

President communicated plan for advertising award between February to March, reviewing candidates in April, and announcing the GP-17 award winner in May. The President also provided rationale for name change resulting from feedback from the Rose Vogt Award Committee last year to focus more on wider graduate community instead of GSA volunteers and staff.

BIFRT GP-17 will include the following provision within section 3 (“eligibility”) as a sub-bullet: “Note: members of the GSA Board of Directors and management are not eligible for this award” (Billedeau/Hampton)

Motion to consolidate first two motions on the topic by unanimous consent fails. Question about definition of management is raised and it is clarified that employees would be considered under Management. It is also clarified that there are some positions that receive honorarium who are not employees. Some directors noted that excluding directors is unfair given that directors are volunteers.

Amendment: BIRT GP-17 will include the following provision within section 3 (“eligibility”) as a sub-bullet: “Note: paid members of the GSA are not eligible for this award” (Upadhyaya/Marin)

Concern is raised about directors being eligible given directors evaluate the winners and might have stipends in the future. It was clarified that directors can declare conflict of interest to not be involved in selecting winners. A suggestion was made to have an independent committee working with management to review candidates and select a winner without the Board overseeing the process. Some directors suggested excluding directors from the eligibility. Consensus on wording was not reached.

Motion to table main motion and amendment (Zheng/Upadhyaya) (11-1-0)

Discussion on GP-17 moved to next regular meeting of the Board.

c) AGM date

3:36

Context around timelines for AGM is shared to determine if April 8, 2021 is a feasible timeline.

BIRT the GSA-UW will hold its Annual General Meeting on April 8th, 2021, at 4 p.m. EST (Marin/Zheng) (12-0-0)

President is asked to provide timeline for nominations for director positions and ensure that timelines match the April 8, 2021 AGM date. President agreed to provide details on progress with director nominations at a later date. It was noted that the AGM notice has to be sent out at least 10 days before the meeting and it is important to ensure that the nomination period does not conflict with date of notice. The RTF members reviewed timeline and verified that the AGM date did not conflict with planned recruitment efforts.

d) CRO duties and responsibilities

3:42

BIRT the terms of reference for the CRO approved by the Boards on Jan 21, 2020 are renewed for 2021 with the following amendments, that is to say that: clause a) in section 5.1. is replaced by words "a) (full) terms ending on April 30, 2023, and"; further, clause b) in section 5.1. is replaced by words "b) (vacant) terms ending on April 30, 2022." (Marin/Zheng) (12-0-0)

Rationale for the motion is shared: formalizing campaign and direction elections, renewing ToR for CRO, and updating dates and length of term in the ToR. The JPRC Chair provided an update on formulation of an elections bylaw, noting the scope is scope broader than anticipated and a proposal would likely be made in March.

e) Board Executive Committee role

3:45

Change to the description of the BEC (by-law 5 amendment) is proposed. Background provided on compliance with OCA which requires that if BEC is delegated with powers it should be authorized by bylaw (2/3 votes ratification by membership). It is noted that a problem would arise only if BEC executes powers of the Board which could happen in emergency situations as outlined in GP-19 (quorum in emergencies).

Whereas section 70 of the Ontario Corporations Act reads

“70 (1) Where the number of directors on the board of directors of a company is more than six, the directors may pass a by-law authorizing them to elect from among their number an executive committee consisting of not fewer than three and to delegate to the executive committee any powers of the board, subject to the restrictions, if any, contained in the by-law or imposed from time to time by the directors.

(2) The by-law is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of the shareholders duly called for that purpose.

(3) An executive committee may fix its quorum at not less than a majority of its members”;

BIRT, that clause (h) of by-law 5.4.0 is amended by adding words “, including the Board Executive Committee,” after the words “To create committees”. (Marin/Upadhyaya) (12-0-0).

4. Operational Concerns

3:49

a) GH fee referendum

3:49

President provides update on Graduate fee changes proposed earlier. Understanding that changing fees requires a longer process, the President advised the Board to reinstitute the \$23.50 fee from Spring 2021 and have accompany communications noting that the fees support operations and will be charged regardless of whether the GH is open or not long-term. If a COVID related lockdown occurs, no refunds will be issued. Students would then be able to determine if they want to support GH or not. Opt-out data from Spring and Fall can then be used to inform the Board’s decision on making a switch to mandatory fee or continuing to rely on the optional fee structure. Directors raised questions about feedback from Council and the President clarified that concerns could be addressed by not charging fees to those outside the region. Directors also raised questions about depreciation costs and the need to revisit funding for GH if the GSA is in a good financial position. The President clarified that extended closure of the GH is the main consideration for revising funding for GH. Continued fixed costs and insurance, in addition to depreciation, as well as the long-term impact of COVID-19 should be reviewed to see how membership wants to support the GH service. Directors also asked about GSA’s eligibility for labor subsidies. President noted that the GSA is eligible, but the university administration is hesitant to support the process for getting subsidies. WSUA is engaging in discussions with the university to support the application for subsidies and the GSA will follow suite if the discussions are successful.

Motion to extend the meeting until 4:30 (Cyrus/Tyler) (12-0-0)

b) Organizational changes

4:02

Motion to go into in-camera discussion at 4:02pm. Unanimous consent.

Motion to leave in-camera session at 4:19pm. Unanimous consent.

3. Action Items (Continued)

a) EL-8 amendment

4:19

BIRT EL-8 will include the following item '13: Fail to produce an operating manual and update the Board on changes to the document once per year.' (Marin/Zheng). Motion passes by unanimous consent.

5. Concluding Remarks

4:21

Concluding remarks focused on business at upcoming February and March meetings. Items on the March meeting agenda were outlined including generative discussion on future challenges for 2021-2022 based information from governance history presentation, auditor’s report for AGM, and referendum request from GSEF and presentation to Board. The Chair noted that tabling and rewording motion worked well in the present meeting but for future meetings it would be better to have conversation over slack and not have directors working on motions during the meeting. Chair emphasized the important of directors voicing opinions and concerns in advance over slack to ensure timeliness of discussion at Board meetings.

Chair sought input from Directors on education and capacity building discussion and it was suggested that information on details of policies (e.g., ELs or GPs) was presented that highlight essential information.

6. Adjournment

4:29