

**Board of Directors**  
**Regular Meeting Minutes**  
**March 10, 2021**

**Special Meeting**

Date: March 10, 2021  
Time: 2:00 P.M. to 5:10 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 2:02		
Cyrus Fiori, Director	X 2:02		
David Billedeau, Director, President	X Left at 4:28		
Dmitrii Marin, Director	X		
Jennifer Reid, Director, Board Chair	X		
Kareem Mostafa, Director, Deputy Chair		X	
Kelly Zheng, Director, Corporate Secretary	X 2:02 Left at 5:00		
Nastaran Nezamabad, Director		X	
Nicholas Palaschuk, Director	X 2:01		
Thomas Storwick, Director	X Left at 5:05		
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

<b>Other</b>	<b>Present with notice</b>	<b>Present</b>
Cindy Y. T. Yeung, Vice President Admin.		
Matthew Robbins, Chair of Council	X	
Naima Samuel, Governance and Strategy Coordinator	X	
Zabeen Khamisa, Vice President Communications	X Left at 2:27	
Robert Sproule, Accountant	X 2:12 Left at 2:55	

<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	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	
<b>1. Consent agenda and Speaker update</b>	<b>10</b>
DRAFT Consent Items: a) EL-4 fees report b) Ends report c) Workplan progress report d) EL-10 report e) EL-11 report f) Operations report g) January 21, 2021 in-camera meeting minutes h) February 10 regular meeting minutes i) February 10 in-camera meeting minutes j) February 17 regular meeting minutes k) February 17 confidential meeting minutes l) February 25 regular meeting minutes m) GP-17 second reading n) EL-8 second reading o) ARC report p) CRO report	5
Consent overflow	
Council update	5
<b>Board Capacity Building/Board Education</b>	<b>10</b>
a. Equity in policy and by-laws	10

GSA-UW Board of Directors Meeting March 10, 2021

3. Action items	70
a. Auditor report	20
b. GSEF constitution	15
c. AGM chair	5
d. President appraisal	20
e. GP-17	5
4. Our future positioning	40
a. Role of Council	20
b. OrganizeUW collaboration	10
c. JPRC motions	30
d. Defining board quorum	5
5. Operational concerns	25
a. Organizational structure	25
6. Concluding remarks	10
Announcements + next agenda	
7. Adjournment	

**MINUTES**

**Welcoming Remarks** **2:00**  
*Reid took Chair and called the meeting to order at 2:00. Chair made land acknowledgement. Samuel took attendance and recorded minutes.*

**Conflict of Interest Declarations** 2:01  
*Robbins declared coordinator position with Graduate Studies Endowment Fund (GSEF). No other real or perceived conflicts of interest were declared.*

**Approve Agenda** **2:01**

**Motion to adopt meeting agenda by consent removing the President appraisal portion. No objections.**

**1. Consent Agenda** 2:03

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

*Item 1.a and 1.o are removed for discussion.*

- ~~a) BIRT the Board accepts the EL-4 fees report~~
- b) BIRT the Board accepts the Ends report
- c) BIRT the Board accepts the Workplan progress report
- d) BIRT the Board accepts the EL-10 Communication and Support to Board report
- e) BIRT the Board accepts the EL-11 Communication and Support to Council report
- f) BIRT the Board accepts the Monthly Operations report
- g) BIRT the Board approves the January 21, 2021 in-camera meeting minutes
- h) BIRT the Board approves the February 10 regular meeting minutes
- i) BIRT the Board approves the February 10 in-camera meeting minutes
- j) BIRT the Board approves the February 17 regular meeting minutes
- k) BIRT the Board approves the February 17 confidential meeting minutes
- l) BIRT the Board approves the February 25 regular meeting minutes
- m) BIRT the Board approves the second reading of the following motion: The “Rose Vogt Award of Excellence” noted within GP-17 will be renamed the “GSA Community Development Award”
- n) BIRT the Board approves the second reading of the following motion: 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.'
- ~~o) BIRT the Board accepts the confidential ARC report~~
- p) BIRT the Board accepts the CRO report

Consent Overflow

*Discussion on Items 1.a and 1.o moved to after 3.a. Auditor’s Report*

**Council Update** 2:04  
*Updates were presented on COVID-19 measures and work done by community coordinator at Special meeting of Council in February. At the March meeting of Council, Jeff Casello discussed the TA rate increases and impact of Bill 124. Casello committed to adding more information on cost of living in offer letters for transparency. Councillors discussed proposed amendments to By-law #7 and EL-11.*

*Councillors were in favor and requested that collaborative relationship between Council, Board and Management is explicitly noted in Bylaw #7. Councillors were in favor of removing the 10-hour cap on graduate student work but noted that graduate students should not be forced to work overtime and there should be with no discrepancy between treatment of international and domestic students. Updates from OrganizeUW and board vacancies were also shared at the March meeting.*

*Directors requested Speaker to provide update in writing as part of Board agenda package for future meetings to preserve knowledge. Speaker agreed to provide written updates in the future.*

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

2:08

### **a. Equity in policy and by-laws**

*Preliminary discussions on making GSA more equitable were shared. The Vice President (VP) of Communications elaborated on strategy to promote equity within the GSA. It was noted that work of GSA is aligning well with work the University is doing on the President's Anti-Racism Taskforce (PART). However, progress may be slow given there are many moving parts and structural shifts are happening on campus. Various groups are taking a more proactive approach to implementation and these are being incorporated into plans of PART and its working groups. The GSA has progressed beyond what was anticipated thereby giving more time think about how the organization can focus on other areas such as its own governance structures. It would be important to strategically consider how equity is codified and supported through structural changes. It was suggested by the VP of Communication that they planned to carry out a plan to make structural changes in phases, starting with reviewing the president's role and responsibilities and requiring an equity focus through EL policies. The next stage would entail creating a position for Indigenous representation on the Executive team and/or Council to support the Indigenous community. It was noted that consultation with Indigenous groups had already taken place which informed the phased approach to promoting equity.*

*Directors suggested considering if initiatives are better suited for Ends versus policies and if so, consultation with Council should be pursued. Directors also highlighted the importance of engaging various groups in the process of appointing representatives. Clarification on timeline for adding representatives to Council was sought and the VP Communications noted the goal was to have a system in place for end of August ahead of intake in Fall 2021 considering election process timelines. The VP offered to share history of Indigenous activism on campus over Slack at a later date.*

## **3. Action Items**

2:27

### **a. Auditor report**

2:27

*Accountant presented on purpose of audited statements and role of the Board in reviewing statements. It was highlighted that financial statements have to be reviewed by independent qualified third party every year to evaluate if statements accurately represent the GSA's financial situation. Directors' responsibility for and accountability to members including fiduciary responsibility to the finances of the organization was emphasized. The process of approving financial statements require directors to pass a motion indicating that they have reviewed and are comfortable with the statements of the most recent year-end. The opinion is the most important section of the auditor's report. It was noted that based on the auditor's opinion, statements ending August 31, 2020 accurately reflected the financial position of the organization. Statement of financial position was discussed. Change in cash position last year was noted as resulting from maturing of GICs. Statement of operations also discussed briefly noting that closure of the Graduate House and disruption of GRT service in Spring 2020. Professional*

*consultation costs were noted as being comparatively higher due to legal fees resulting from number of issues the organization was dealing with at the time. Student services were higher due to funding support provided to graduate students in Spring 2020. Statement of changes in net assets was also presented noting two of the three restricted funds namely Association Fund and Graduate House Fund, experienced deficiency largely due to the \$75,000 in funding contribution and closure of Graduate House in Spring 2020 respectively. It was also noted that a significant event that impacted the organization's financial results this year was COVID-19.*

*Directors asked about ending balance for health and dental plan reserves noting an increase due to unexpected claims, and at what point would accumulation of funds in reserves would be an issue. Accountant clarified that it would depend on risk and the risk is not expected to reduce. The Accountant also noted that the issue of growing surplus has been around for a few years and has been flagged by GSA with a view to ensure the GSA charges its members fairly in terms of costing of health and dental plans. It was suggested that a review could be conducted again through conversations with Studentcare if needed. Directors asked about adding benefits for members through interest streams or funds from matured GICs and the Accountant noted that the EmpowerMe service was added in January 2020 because of surplus in the reserves at no cost to students.*

**BIRT the Board approves the September 2019-August 2020 auditor report. (Reid/Storwick) (10-0-0)**

*The Chair agreed to review relevant policies and bylaws (including Bylaw 4.6) to ensure any motion needed for appointing auditors for the current fiscal year would be brought to the Board.*

1. Consent agenda overflow 2:55

Item 1.o. Confidential ARC report

**Motion to enter confidential session at 2:55 by unanimous consent. No objections.  
Motion to leave confidential session at 3:03 by unanimous consent. No objections.**

Item 1.a. EL-4 fees report 3:03

*Directors agreed that Management could charge the fee without approval from Board. However, directors sought clarity on response from management regarding fees discussion at February 10 Board meeting. Some directors felt the direction should be reevaluated by the Board as a whole before long-term decision are being made. Directors asked to remove clause regarding long-term plans pending discussion on the subject. Directors asked about timeline for being able to change course of direction and the President clarified end of March would be the timeline for fee structure approvals.*

**BIRT the Board accepts the EL-4 fees report with amendment to remove sentence “Going forward, the optional Graduate House fee will be charged regardless of whether the Graduate House is required to close due to COVID-19 to support covering fixed costs of operations” by unanimous consent. No objections.**

b. GSEF constitution 3:08

*Information regarding amendments to the GSEF constitution were presented. The purpose of GSEF was shared as well as its MOA with GSA which included support with communications, representation, and referenda. It was noted that changes to constitution in referendum included moving some clauses*

*to policies because they were better suited there. Timeline was also presented with a start date of March 10, and end date of June 1.*

**WHEREAS the GSEF Board has recently amended their constitution, and  
WHEREAS the GSEF constitution states that any GSEF constitutional amendment requires a  
2/3 majority of voting GSEF members in a referendum,**

**BIRT the Board calls the following referendum among all GSA members:**

**"Do you support GSEF's constitutional amendments? You may vote "Yes", "No", or "Decline  
to respond""**

**BIFRT the CRO shall oversee this referendum and shall begin the voting period no later than  
May 17th 2021. (Reid/Marin)**

**Amendment: BIRT the Board assist GSEF with calling the following referendum among  
all GSA members. Approved by unanimous consent.**

**WHEREAS the GSEF Board has recently amended their constitution, and  
WHEREAS the GSEF constitution states that any GSEF constitutional amendment  
requires a 2/3 majority of voting GSEF members in a referendum,**

**BIRT the Board assist GSEF with calling the following referendum among all GSA  
members:**

**"Do you support GSEF's constitutional amendments? You may vote "Yes", "No", or  
"Decline to respond""**

**BIFRT the CRO shall oversee this referendum and shall begin the voting period no later  
than May 17th 2021. (Reid/Marin) (10-0-0)**

c. AGM Chair

3:19

*Past AGM Chair elaborates on responsibilities of AGM Chair position which include reading OCA to ensure all required items are on the agenda and reading Bylaw #4 to make sure requirements for referendum are met. AGM Chair should work with Management to ensure all necessary documents and information is available to members. Proxy statements also need to be created and distributed to members as part of the notice that is sent out to members. Past AGM Chair offers to provide 1-on-1 support to candidate who is appointed as AGM Chair for 2021. It is noted that the CRO and Board Chair will also provide support to the AGM Chair. Reid volunteered to serve as AGM Chair for 2021.*

**BIRT the Board appoints Jennifer Reid as AGM chair for April 2021. (Reid/Hampton) (9-0-1).  
Reid abstains.**

d. ~~President appraisal~~

*Moved to future meeting.*



e. GP-17

3:29

**BIRT the Board approves amending GP-17.4 to replace “*The award will be advertised over the Spring and Fall terms and presented in the Winter term.*” with “*The award will be presented annually.*” (Reid/Hampton) (9-1-0)**

*Because of ongoing discussions on changes to the award, it was noted that meeting the AGM timeline would be difficult and change to annual basis was recommended. Disagreement on purpose of award and eligibility criteria were noted. Marin volunteered to work on reviewing purpose of award and joining potential taskforce noting the issue is not technical but substantial and would require working 1-on-1 with directors to determine best path forward. Having a special Board meeting to discuss the issues was suggested as an alternative to setting up a taskforce. Incorporating Council perspective on eligibility was also recommended. Speaker was requested to present the issue to Council and bring feedback back to the Board for discussion. It was suggested that a director could be delegated to work with Speaker to solicit feedback and support the process.*

**BIRT the Board solicit feedback from Council on GP-17. (Reid/Upadhyaya) (9-0-1)**

**Motion to move 5. Operational Concerns before 4. Future Positioning by unanimous consent. No objections.**

## **5. Operational Concerns**

**3:43**

### **a. Organizational structure**

*President presented proposal for changes to organizational structure and provided update on staff recruitment. New structure aims to better spread-out work among executive team. It was noted that in the new structure, the General Manager (GM) would not have direct oversight of Graduate House (GH) because the Hospitality Manager is capable of overseeing GH operations, and GM would have a direct link to provide governance support to Board chair. Justification for changing Executive Manager to the General Manager was presented - GM role would serve as an operational asset on services and support for Board and Council, and strategic direction would come from student leadership. Key changes to the GM role from past practice included refined focus areas, limited oversight of GH operations, greater governance focus, emphasis on service delivery and contract negotiation, and increased qualifications. Timeline of transition was expected to be between February 2021 and August 2021. Feedback was sought from Board on new organizational structure, and GM role and job description as well as other key positions that the Board may want to see on staff (e.g., coordinators).*

*Directors asked about cost associated with GM role and emphasized that ensuring money is well spent should be a priority given the revised role does not appear to have as much responsibility. Directors also noted that student appeals are not properly handled at the University and proposed assigning GM with the responsibility to resolve appeals and issues. President clarified that the job description highlights why USG-9 pay grade is appropriate for the role noting that there is a range within USG-9 that would ensure funds are accordingly dedicated. Additionally, office coordinator contract will be 8 months and administrative responsibilities of office coordinator will be taken over by GM. The President welcomed adding responsibility of advocacy support on GM but highlighted the importance of having student-to-student interaction. Directors also asked about how the position compared to previous GM position and the President clarified that the role would be being focused on operations*

*while strategic direction would be left to student leadership, Board and Council. Directors also raised that having student director in the Corporate Secretary (Cosec) role could be more beneficial rather than having a full time staff. President noted that the Cosec position is time consuming and having the GM support administrative functions would allow student leaders to engage in strategic decision-making. The Corporate secretary clarified that time commitment was not an issue, rather the desire to separate Board intervention with staff was important given liaising with staff is not best practice. Difficulty in communication among staff and volunteers within the organization chart was also raised and the President was asked if alternatives such as agile charts were explored. President clarified that alternative org structures were considered but implementing these would be challenging and would require substantive changes through review of policy. An incremental approach to improvements was taken rather than transformational. The President noted that the GM could support the Cosec and action requests from Cosec to allow for student involvement. Some directors raised concern over adding another branch in management (VP engagement) given two VP have not been codified in policy and might create some challenges. President noted work would be done in summer to evaluate and address challenges. It was agreed that feedback for GM role would be provided to the President over email or Slack and final approval from the Board would be obtained before the role description was submitted to University HR.*

#### **4. Our Future Positioning**

**4:14**

##### **a. Role of Council**

**4:14**

*GOC's proposed policy and bylaw amendments to clarify role of Council were discussed. GOC used feedback from Council to ensure value of council was highlighted as well as council's role in the overall structure.*

#### **BIRT the Board approves the amendments to EL-11 in the attached "GOC proposed amendments" document. (Reid/Hampton)**

*President raised concerns regarding EL-11.4 around the 2-week requirement noting that no other committee on campus was required to get information in such a short time, and that the amendment failed to recognize the capacity constraints and the operating environment. President also raised concerns around 2-day turnaround time for material information to be provided to Council noting that the President does more than auto-forward information to Council as engagement with stakeholders as well as synthesis of information is required. President highlighted added gap in enforceability of policy given monitoring may be challenging. President suggested 1-week requirement of information in advance of meeting to help meet councils request to have time to look through information before making decision or providing input. GOC clarified that it discussed lead time issue because Council wanted more lead time to allow councillors to consult their constituents. It was also noted monitoring was important and that is why lead time was suggested. Some directors questioned whether councillors were expected to share their own perspectives as representatives if not enough time was provided and suggested that the representation process with role of Council be clarified. Directors noted that the President's insight into constraints are important to consider ensuring any mechanisms set in place do not fail. Directors agreed that one-week proposal would be more realistic, and Board could provide supporting rationale to Council if needed.*

#### **Amendment to EL-11.4:**

**The President will not:**

**4. Allow the Council to be without decision information required periodically by the Council or let the Council be unaware of relevant trends.**

- **It is expected that, whenever possible, the President will provide Council or the Council Speaker with the relevant information at least one week ahead of a regular or special Council meeting.**
- **Information received after this one-week deadline can be considered at next regular or special Council meeting, subject to the discretion of the Council Speaker**

**Move to approve amendment by unanimous consent. No objections.**

**BIRT the Board amends EL-11.4 to read:**

**4. Allow the Council to be without decision information required periodically by the Council or let the Council be unaware of relevant trends.**

- **It is expected that, whenever possible, the President will provide Council or the Council Speaker with the relevant information at least one week ahead of a regular or special Council meeting.**
- **Information received after this one-week deadline can be considered at next regular or special Council meeting, subject to the discretion of the Council Speaker**

**(Reid/Hampton) (8-0-1)**

**BIRT the Board approves the amendments to by-law 7 in the attached "GOC proposed amendments" document. (Reid/Hampton)**

**Amendment: Motion to add “*The cooperation between the Board, Council, and President is key to addressing the needs and concerns of graduate students*” at the end of 7.1.0 by unanimous consent. No objections.**

*Directors noted that adding amendment would not change function of Council. It was also noted that report on governance would not be received until June so it would not be prudent to wait for report and delay revisions to bylaws.*

**BIRT the Board amends by-law 7 to read as follows:**

**7.1.0 There shall be a Council of the GSA-UW, which shall advise and collaborate with the Board and President on constituency matters of concern, advocacy, political positions, and the strategic direction of the GSA-UW. This specially empowered standing Board committee exists to help the GSA-UW improve the graduate student experience by having graduate student representatives advise on the interests and concerns of their constituency, and to serve as an information conduit between the GSA and its membership. The cooperation between the Board, Council, and President is key to addressing the needs and concerns of graduate students**

**7.3.0 Council Committees Council may create committees to facilitate the functioning of Council. Council may specify the duties, powers, and responsibilities of such Council committees.**

**(Reid/Hampton) (9-0-0)**

*Discussion on amendments to GP-8 moved to future Board meeting.*

~~BIRT the Board approves the amendments to GP-8 in the attached "GOC proposed amendments" document. (Reid/\_\_\_\_\_)~~

b. Organize UW collaboration

4:40

**Motion to enter confidential session at 4:40 by unanimous consent. No objections.**

**Motion to leave confidential session at 4:51 by unanimous consent. No objections.**

**Unanimous consent to move to concluding remarks and move remaining items to special meeting agenda. One vote against. Motion fails**

c. JPRC motions

4:54

*Background to JPRC motions was provided noting that GSA elections rules were outlined in CRO ToR which were moved to bylaws and policies based on appropriate place to house these items. JPRC reviewed the proposed changes for 2 months before creating the proposed motions.*

**WHEREAS clear and consistent election guidelines are an integral part of ensuring a fair election process, and**

**WHEREAS the JPRC has been tasked to develop a comprehensive elections bylaw and policy, BE IT RESOLVED THAT the attached Elections Bylaw and Policy are approved.**

**(Upadhyaya/Marin) (9-0-0)**

*It was noted the Cosec could manage numbering corrections through housekeeping. It was also noted that some content was repeated to ensure procedurally fundamental definitions were incorporated in the appropriate sections and documents.*

*JPRC also presented proposal for revisions to GP-13 to ensure Board time is well spent. It was agreed that the Cosec and JPRC chair would coordinate to make sure that approved motions go to JPRC agenda for the month before subsequent readings.*

**WHEREAS it is important to ensure the Graduate Student Association's policies reach a high standard of clarity and readability, and**

**WHEREAS it is inefficient and ineffective for the board to debate the wording and formatting of policies during board meetings, and**

**WHEREAS the Joint Policy Review Committee is aptly suited to providing review of proposed policy changes,**

**BE IT RESOLVED THAT GP-13 be amended as follows: The Board will give any proposed policy action two readings. There will be a vote at both readings. It is expected that motions proposing a policy change will be submitted to the Joint Policy Review Committee for vetting, before being brought forward at a second reading. If this is not done, an explanation should be provided. The JPRC must respond to such requests in a timely fashion. (Upadhyaya/Marin) (9-0-0)**

d. Defining Board quorum

5:00

*Background on bylaws regarding quorum and number of directors is provided. It is noted that there is no minimum number of directors in the letters patent as per Bylaw 2.6.0, and looking at OCA 288, there is a concern around number of directors. It is noted that by not having a fixed number of directors, the GSA appears to be in violation of OCA, therefore it is proposed bylaw 2.6.0 is struck and 2.4.0 is amended.*

**WHEREAS the bylaws are currently in violation of the Ontario Corporations Act by not specifying a fixed number of directors, and  
WHEREAS the bylaws do not properly define quorum,**

**BE IT RESOLVED THAT Bylaw 2.4.0 is amended to read:**

**2.4.0 Number of Directors: The number of directors shall be twelve (12), including the ex-officio directors.**

**BE IT FURTHER RESOLVED THAT Bylaw 2.6.0 is struck.  
(Upadhyaya/Marin) (6-1-0)**

*Directors note that the GSA is not in violation of the OCA, but the proposed changes would ensure greater clarity around quorum and some level of flexibility. Some directors suggest amending motion given there is no violation.*

**6. Concluding Remarks**

5:07

*Chair noted that items for the next meeting agenda (special meeting) will be shared along with President appraisal. Training for directors was mentioned noting that funding is available and continuing directors would benefit from taking the training. Following social media posts and sharing for director elections was also requested for recruiting new directors. Feedback on meetings was sought and directors suggested ordering items in agenda depending on urgency and actionable items and leaving presentations at the end.*

**7. Adjournment**

5:12