

Board of Directors
Special Meeting Minutes
March 31, 2021

Special Meeting

Date: March 31, 2021
Time: 2:00 P.M. to 3:30 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
Cyrus Fiori, Director	X		
David Billedeau, Director, President	X		
Dmitrii Marin, Director	X 2:32 Gave notice of late arrival		
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 2:56		
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.		
Matthew Robbins, Chair of Council	X	
Naima Samuel, Governance and Strategy Coordinator	X	
Wendy Smith, Guest	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	3
Welcoming remarks	
Declarations of conflict of interest	
Approval of agenda	
1. Consent agenda	2
a. February 10 minutes* b. March 10 regular minutes c. March 10 confidential minutes d. GP-8 consent motions e. AGM 2021 agenda f. By-law housekeeping amendments *with amendments since March 10 th consent agenda motion	2
g. Consent overflow	
2. Action items	40
a. President’s performance appraisal	20
b. GP-8 amendments	20
3. Operational concerns	15
a. Grad House fees	15
4. Concluding remarks	5
Announcements + next agenda	
5. Adjournment	

MINUTES

Welcoming Remarks **2:00**

Reid takes Chair and calls meeting to order at 2:00. Chair makes land acknowledgement. Samuel takes attendance and recorded minutes.

Conflict of Interest Declarations 2:01

No real or perceived conflicts of interest were declared.

Approve Agenda 2:01

Motion to adopt meeting agenda by consent. No objections.

1. Consent Agenda 2:02

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

- a. BIRT the Board approves the February 10 regular meeting minutes
 - b. BIRT the Board approves the March 10 regular meeting minutes
 - c. BIRT the Board approves the March 10 confidential meeting minutes
 - d. BIRT the Board changes “Secretary” to “Recording Secretary” in GP-8.4, and furthermore changes “By-laws or Policies” to “by-laws or policies” in GP-8.10
 - e. BIRT the Board accepts the AGM 2021 agenda
 - f. BIRT the Board approves the by-law housekeeping changes in the attached document "1f_GSA Bylaws_v2020-08-20_Houskeeping R"
 - ~~g. Consent Overflow~~
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2. Action Items **2:02**

- a. President’s performance appraisal 2:02

Motion to enter in-camera session at 2:02 by unanimous consent. No objections.

Motion to leave in-camera session at 2:40 by unanimous consent. No objections.

- b. GP-8 amendments 2:42

Overview of GOC’s work is provided with focus on defining role of Council and revisions to wording.

BIRT the Board amends the first paragraph in GP-8 to read:

The purpose of the Council, on behalf of the graduate students at the University of Waterloo, is to (a) elaborate on the corporate objects of the Graduate Student Association – University of Waterloo by recommending to the Board a relevant list of Ends, (b) bring to the President’s attention student needs, (c) advise the President and the Board on organizational strategies to accomplish Ends and address student needs, (d) serve as a means to keep the overall student membership informed of the GSA-UW updates and activities, (e) serve as a forum for the views of graduate students, and (f) declare political positions on behalf of graduate students.

BIFRT the Board amends the second bullet point in GP-8.7 to read:

To attend with at least two (2) business days notice all regular and special Board meetings held in open session, subject to the capacity of the meeting venue.

BIFRT the Board adds a new point GP-8.11:

Council has the right to receive periodic updates from the Board and President on their actions regarding topics that pertain to Council's mandate.

BIFRT the Board amends the new point GP-8.13 to add the phrase "in accordance with GSA-UW policies and by-laws.", so the first paragraph of GP-8.13 reads:

As long as the Council uses any reasonable interpretation of this policy, the Council is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities that fall within its mandate in accordance with GSA-UW policies and by-laws. (Mostafa/Hampton) (10-0-0)

Directors ask for clarification on GP-8 (f) questioning if Council declares political positions independent of the Board or if Council should provide guidance to Board on political positions. It is clarified that the role of Council is already established in Board policies and while GP-8 (f) gives Council autonomy on declaring political positions, the Board has veto power over any political position that does not align with the GSA's goals. It is further clarified that political positions are separate from Ends and not binding for the GSA. They are rather representative of graduate student interests and therefore do not require Board approval. Directors also ask about consultation with Council on proposed changes and the Chair notes that Council has been informed of the changes. It was also noted that extensive consultation was done with Council ahead of proposing changes to GP-8 based on council input. Speaker noted some concerns were raised by Councillors on Council being responsible for keeping membership informed, which would be addressed through Council policies.

3. Operational Concerns

2:55

a. Grad House fees

President provides overview of timeline for fee changes approval and path forward for Graduate House fee: to reinstate GH fee for Spring 2021 and re-open grad house in May 2021. Management intends to communicate the optional fee structure to members, noting that refunds will not be issued if the Grad House operations close due to pandemic lockdown. The President notes that Management would utilize communication channels to ensure graduate students not using the Grad House do not have to pay the Grad House fee. Financial justification is provided. President notes that if the recommendation is approved by Board, the Hospitality Manager would return to work in April, noting that the Grad House Cook may not return, and new staff would need to be hired. Management will work with Campus safety to ensure operations run according to requirements.

Directors raise question regarding impact of recent outbreak in residences on Grad House operations in terms of screening requirements and whether a university-wide effort to address the situation would be implemented. Directors also ask about plans in the event of a lockdown in coming week due to a third wave of COVID-19, emphasizing concerns around operation Grad House during the pandemic. President notes that GSA is operating in-line with health and safety requirements as per the University's requirements (check-in system) and municipal requirements for hospitality industry and will continue to comply when operations resume. President shares that having communications would

address criticism and risk to reputation around keeping the Grad House open during the pandemic. Some directors also note that recommendation to open the Grad House would support community on campus for graduate students who are on campus.

Directors also ask about status of government subsidies application. The President clarifies that GSA and WUSA are both eligible for government subsidies as confirmed by the Minister's office. President restates the University's reluctance to support process and notes that WUSA's legal team is working to resolve the issue and the President is working with Jim Rush's office to find alternative paths. Directors suggest pursuing the issue more actively to support quicker resolution and propose obtaining a restraining order from the Courts. President notes getting GSA involved would not be beneficial and would come at added cost to the GSA. President emphasizes that any decision reached with WUSA would be applicable to the GSA. President states timeline of decision and status would be shared with the Board via Slack.

4. Concluding Remarks

3:23

Brief overview of the April meeting agenda is shared which includes reports, amendments, and discussion on ARC's action items, training of new directors, and operational concerns. Chair requests for additional agenda items to be sent as soon as possible. Directors are encouraged to share posts on GSA director elections and AGM on their social media.

5. Adjournment

3:26