



## Board of Directors

### Notice of Meeting

Date: Monday, October 16, 2017

Time: 4:00 P.M. – 6:30 P.M.

Place: COM 130, University of Waterloo

### AGENDA

| Time      | Item   |
|-----------|--|
| 4:00 p.m. | <b>1. Chair's Welcome and Opening Remarks</b>  |
|           | <b>2. Board Development - <i>postponed</i></b>   |
| 4:05 p.m. | <b>3. Approval of Minutes</b><br>a. Regular Meeting September 20, 2017   |
| 4:10 p.m. | <b>4. Officer Reports</b><br>a. President's Report   |
|           | <b>5. Committee Reports</b><br>a. Board Executive Committee – <i>verbal report</i>   |
| 4:30 p.m. | <b>6. Council Report</b>   |
| 4:40 p.m. | <b>7. Special Orders</b><br>a. Review the Statement of Operations (May – August)- <i>postponed</i><br>b. Prioritization of Operational Issues - <i>postponed</i>   |
| 5:20 p.m. | <b>8. Unfinished Business</b><br>a. Approval of the Confidential Minutes for the Regular Meeting on August 25, 2017 - <i>Postponed</i><br>b. Approval of the Minutes for the Regular Meeting on July 19, 2017<br>c. Approval of the Minutes for the Special Meeting on May 18, 2017  |
| 5:25 p.m. | <b>9. New Business</b><br>a. Approval of the updates to the Operations Issues List<br>b. Ratification of the Urgent Issues List<br>c. Approval of the SLC/PAC Terms of Reference, Letter of Intent, and Budget & Memorandum of Agreement*<br>d. Approval of the GSEF Memorandum of Agreement<br>e. Approval of the Audit Engagement Letter<br>f. Update on the GSA-UW/UW HR relationship- <i>postponed</i> |

|           |                             |
|-----------|-----------------------------|
| 6:20 p.m. | <b>10. <i>In camera</i></b> |
| 6:30 p.m. | <b>11. Adjournment</b>      |

\* Added late

Norman M. Kearney  
Chair | Board of Directors  
Graduate Student Association | University of Waterloo

October 10, 2017

### **RESOLUTIONS**

- 8a** Be it **RESOLVED** that the Confidential Minutes for the Regular Meeting on August 25, 2017 be approved.
- 8b** Be it **RESOLVED** that the Minutes for the Regular Meeting on July 19, 2017 be approved.
- 8c** Be it **RESOLVED** that the Minutes for the Special Meeting on May 18, 2017 be approved.
- 9a** Be it **RESOLVED** that the updates to the Operations Issues List be approved
- 9b** Be it **RESOLVED** that the Urgent Issues List, approved by the Board Executive Committee, be ratified.
- 9c** Be it **RESOLVED** that the SLC/PAC Terms of Reference, Letter of Intent, and Budget & Memorandum of Agreement be approved.
- 9d** Be it **RESOLVED** that the GSEF Memorandum of Agreement be approved.

**Meeting:** GSA-UW Board of Directors Meeting  
**Date:** Monday October 16, 2017  
**Time:** 4:00 pm – 6:30 pm  
**Place:** University of Waterloo, COM 130

**--Minutes--**

**Present:**

| <b>Name and Position</b>               | <b>Present</b> | <b>Regrets</b> | <b>Absent</b> |
|--|----------------|----------------|---------------|
| Norman Kearney, Chair                  | X (On Line)    |                |               |
| Robert Bruce, President                |                | X              |               |
| Evan Andrews, Chair <i>pro tempore</i> | X              |                |               |
| Julie Cook, Director                   |                | X              |               |
| Sondra Eger, Director                  | X              |                |               |
| Amanda Joynt, Director                 | X              |                |               |
| Matthew Morison, Director              |                | X              |               |
| Richard O'Brien, Director              | X              |                |               |
| Allison Sachs, Director                | X (5:05)       |                |               |
| Ramy Tannous, Director                 | X              |                |               |
| Beth Timmers, Director                 | X (4:40)       |                |               |
| Lindsey Daniels, Council Chair         | X              |                |               |
| Rose Vogt, General Manager             | X              |                |               |
|  |                |                |               |

Andrews confirms that quorum is present and calls the meeting to order at 4:04 pm.

1. Chair's Welcome  
 Kearney will be calling in from overseas. A few changes to the agenda are noted:
  - a) Item 2 is deferred: Board Development.
  - b) Item 5 is abbreviated to an oral update: Board Executive Committee Report.
  - c) O'Brien declares a conflict of interest for item 9d) because he is a member of GSEF Board.
  
2. Board Development-deferred
  
3. **Motion** to approve the minutes from the September 20, 2017 Board meeting. (Evan/Richard) **Carried unanimously.**
  
4. Officer Reports, *Robert Bruce – delegated to Rose Vogt*
  - a) President's Report  
 The report was submitted with the agenda package. In his absence, Vogt is acting as the President's delegate. Much of the report deals with Grad

House operating and Vogt is not prepared to comment on GH operations due to absence from the facility in most respects. The Board will receive the President's report when he returns.

The President asked that the Board dedicate time to discuss the SLC/PAC documents in item 9.

5. Board Executive Report, *Norman Kearney*

There was no written report submitted. A brief verbal report was heard.

- a) Director/Officer Liability Insurance is in place and was approved by the BEC, as delegated by the Board.
- b) The President / Board will develop a list of advocacy decision items and create an annual calendar with a timeline to appear in President's report. The report could include such information as:  
What information is needed,  
Who will be consulted,  
What decisions were made and/or What alternate decisions occurred.
- c) The President submitted a list of operating priorities and asked that the Board order the list. These are for discussion in Item 7b.)

**ACTION:** The President will prepare a priority list and the Board will consider these for the November meeting.

6. Council Report, *Lindsey Daniels*

- a) Board heard that the OGSA ED made comments regarding Director's absence from the Council meeting. This was omitted from the written report in order to keep this for a verbal report.  
There was low turnout at the October Council meeting, which may have been due to the meeting scheduled during Fall reading week. And on a Thursday rather than the regular Wednesday. The OGSA Executive Director expressed that he felt that discussion was shut down at the meeting. Directors expressed concern about how Councillors were feeling about this.

**ACTION:** Update Councillors after the review of the Board Survey/Consultation at the Board retreat.

Re: Amanda Cook, Sexual Violence Coordinator presentation.

**ACTION:** Add links from the GSA website to the Sexual Violence Website, once it is activated.

7. Special Orders

a) Statement of Operations – postponed to next meeting.  
Vogt had a hard copy of the Income Statements prepared today.  
This item is postponed to the next meeting.

b) Operational Issues List – postponed to next meeting.

8. Unfinished Business

a) Be it **RESOLVED** that the Confidential Minutes for the Regular Meeting on August 25, 2017 be approved. (*Postponed to next meeting*)

b) Be it **RESOLVED** that the Minutes for the Regular Meeting on July 19, 2017 be approved. (Andrews/Joynt) **Carried.**

c) Be it **RESOLVED** that the Minutes for the Special Meeting on May 18, 2017 be approved. (Andrews/O'Brien) **Carried.**

9. New Business

a) Be it **RESOLVED** that the updates to the Operations Issues List be approved. (Andrews/Joynt) **Carried as amended.**

Board Chair will designate the management/support of each issue. Some of the direction is vague to allow for autonomy on the outcomes, and how the objective will be achieved. The Board will be informed and then will develop policy and/or direct further investigation if necessary.

**Motion to amend** the motion to include the investment policy be re-added to the OIL. (Andrews/Kearney) **Carried.**

**ACTION:** The Carver policy manual has language around an investment policy, the Investment policy item will be re-added to the OIL. Kearney will send the relevant documents to Timmers.

b) Be it **RESOLVED** that the Urgent Issues List, approved by the Board Executive Committee, be ratified. (Eger/Joynt) **Carried.**

UIL will be a standard item on the agenda and the delivery style of the report or update is up to the working team.

**ACTION:** UIL is a tool to support efficient record keeping, monitoring, and dealing with urgent /timely issues. Issues should be resolved within a month. If there are questions about issues and where they fit, consult with Kearney, Eger, and Tannous.

**ACTION:** BEC can review the current list to evaluate the items and determine if any are more on going. Staff may also input items that are to be addressed

in a timely manner. (i.e. items Leadership will be involved with on the agendas of external committees.)

**ACTION:** Consider the feedback for the review of Policy 42 Committee for the next meeting.

**Motion** that Board approves to add Vital Sign Survey data item to OIL (Andrews/Sachs) **Carried.**

**ACTION:** Work on clarifying the procedures used to mitigate the risk of privacy being violated, and guide management how to best allocate resources into further analysis. It is a risk management issue for Board and respondents. O'Brien and Vogt will work on themes and then how this will be presented. Board could develop rules to ensure management acts responsibly to protect the privacy of the respondents.

**Motion to move UIL item 12-Advocacy Policy to the OIL** (Andrews/O'Brien) **Carried.**

UIL Item 4: Presidential Performance Evaluation, *Ramy Tannous, Sondra Eger, and Serxho Selmani.*

Board heard a presentation of the procedure for the Presidential Performance Evaluation. A template was developed for the procedure. An issues team will be appointed to perform the evaluation. It is customary that a human resources committee performs the performance interview.

**ACTION:** Update the process with some bullets, and distribute to the Board for comment and approve it at the BEC.

Under the Carver model, the ED is evaluated on the goals to achieve ends and the ELs. This report would be regularly monitored. Once the Carver is adopted these two processes could be combined.

c) Be it **RESOLVED** that the SLC/PAC Terms of Reference and Letter of Intent be approved. (Andrews/O'Brien) **Carried.** Timmers abstains.

Board discussed that the details of a loan schedule is missing from the Budget & Project Memorandum of Agreement

The Board could **not approve** the Budget & Project MoA as presented at this meeting.

**ACTION:** Kearney and the President will review the Budget and Project MoA recommend/develop clear language for a loan repayment schedule per stakeholder, concrete numbers around interest rates, and the loan period. It should be a condition of this document. Also, the language about how the

'reserve' will be handled needs to be clarified.

- d) **Motion** that Board delegates the amendment and approval of the GSEF/GSA Memorandum of Agreement to the Board Executive Committee and the final MoA is subject to ratification at the November meeting of the Board. (Kearney/Andrews) **Carried.**
- e) **Motion** to approve audit engagement letter to MNP. (Evan/Richard) **Carried.** Sachs abstains
- f) Update on the GSA-UW/UW HR relationship.  
This item is postponed to the next meeting.

10. *In Camera* session begins at 6.25 pm.

11. Meeting is adjourned at \_\_\_\_\_.

*EA:rv*

