

Board of Directors
Regular Meeting Minutes
May 17, 2019



Board Secretary: Rebecca Stirling
Minutes Taker: Tracey Beirness

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]
Naima Samuel, Director, President	X		
Rebecca Stirling, Director, CoSec	x		
Evan Andrews, Director		X	
Nick Revington, Director	X		
Isidora Sidorovska, Director		X	
Kareem Mostafa, Director	X leave 7:51		
Jen Reid, Director	X leave 7:00		
Dmitrii Marin, Director	X		
Tyler Hampton, Director	X		
Douglas Singini, Director			X
Vacant, Director			
Vacant, Director			
Marsha Paley, Council Speaker	X		
Kevin McKay, General Manager	X		

Councillors	Present with notice	Present

Other	Present with notice	Present
Bob	X	
CIBC Representative – Lara Kovacevic Business Advisor Lara.kovacevic@cibc.com 519-496-5726	Arrive 5:07 X	

MINUTES

1. WELCOME AND OPENING REMARKS

Meeting began at 5:07pm with attendance and welcome to the Guest from CIBC

2. Urgent Business – Introduction to Guaranteed Investment Certificate Maturity Options

Lana Kovacevic from CIBC provided a presentation to the Board with backup from the GSA Accountant with regard to investments and divestments. Various options and information was provided to the Board for discussion and review.

Recommendations that the GSA invest in a Flexible GIC 2.05% from now until September.

***BIRT** the Board delegate the President to invest in 2.05% flexible with Board Approval to change at a later date.*

*Hampton/Mostafa
Unanimous
Carried*

3. Board Development

a. Board Self-Assessment Information

The importance of this assessment was stressed. At this time, many Directors have not read the document but discussed that they felt this was a little bit early. Clarification from the Board explaining that although this is a personal evaluation and tracking piece, it will allow the Board to strive for excellence. Examples of assessments could be with regard to meeting content, agenda, Board Chair or personal notations.

This will be discussed as the year proceeds.

4. Approval of Minutes

a. April 30, 2019 – Regular Meeting

***BIRT** the Board approve April 30, 2019 Minutes
Stirling/Mostafa
Unanimous
Carried*

Accept with changes to be brought forward to the next meeting regarding:

- *K. McKay: amend regrets /absent to Regrets*
- *Items not discussed 4b forward with the exception of Executive Manager Job Description*

b. May 9, 2019 – Special Meeting

BIRT the Board approve May 9, 2019 Minutes
Stirling/Samuel
Unanimous
Carried

5. Board Appointments

a. Vacancies

A Director who was elected to the Board at the AGM has since been appointed GSA Political Director will no longer be serving on the Board leaving a position open.

D. Grimmer, a potential Director Candidate who is requesting one of the vacant spots on the Board. Candidate provided a short presentation outlining his qualifications.

Entered confidential session at 6:18pm by consent
Left confidential session at 6:31pm

BIRT the Board appoint D. Grimmer to a Director Position
Hampton/Mostafa
6-0-1 (Reid abstains due to conflict)
Carried

6. Board Committee Reports

a. H&D Report

BIRT the Board approves the H&D fund report
Stirling/Marin
Unanimous

7. GSA Fees

Presentation by General Manager with regard to the upcoming updates to the fees. Scenarios with regard to the Student Choice initiative were touched on.

The dental plan will be increased after five years with no increase. A heavier utilization of local dentists (not on campus) seems to be a factor in driving the increase in charges. An increase will be implemented instead of the previous subsidization.

Health plan is being affected by a very heavy Gardasil 9 claim factor which is driving costs higher. The repeal of OHIP + is also causing increases to claims. Drug maximum implemented this past year protects the plan from incurring risk.

The remaining fees are broken down in the report as pointed out by the General Manager. This report will be taken to the University level for approval if accepted at this meeting.

*BIRT the Board approve the fees as outlined in the report
Reid/Hampton
Unanimous
Carried*

8. Vice-President Nomination Committee

*New Vice President will be recruited since the previous VP is not continuing on.
Terms of reference update was provided by the President. Committee will determine
Candidates, Interview and bring recommendation to Council and Board.
Membership of committee (Board Chair, Council Chair and GSA President) discussed as an
amendment due to time constraints in this instance.*

Amendments:

*Membership of committee is Chair of Board, Chair of Council and GSA President
Board and Council Chairs can send deputies
Item 5a “upon completion of the nomination process” (hiring is replaced by nomination)
Item 1b “add council”*

*BIRT the Board considering four amendments, approved the Terms of Reference
Samuel/Mostafa
Unanimous
Carried*

9. Executive Manager Job Description

- a. Discuss revisions to Executive Manager Job Description after feedback from UW-HR

*Background provided by GSA President with regard to job description submitted to HR
and subsequently sent back requesting context and clarification. An amendment
covering the social aspect will be added to the job description.*

*Motion to extend meeting by 30 minutes
Revington/Stirling
6-2-0
Carried*

Proxy vote provided by J.Reid to Corporate Secretary at this time as she has to leave.

*BIRT the Board approve revisions to job description including amendment
Samuel/Stirling
Unanimous
Carried*

10. New Business

- a. Update on Fee Descriptions – feedback received from UW on formatting requirements

Brief update provided by the President with regard to re-formatting of our fee descriptions requested by the University to allow for understanding and accessibility requirements. The President requested that due to time constraints, the discussion move to SLACK.

- b. E-Voting Policy Discussion

Due to requests for E-voting, a policy is required. There are three Board members who have offered to draft policy surrounding this request. Some suggestions to put forward to the committee would be:

- *Where and when discussions take place*
- *Consider restricting voting around holidays*
- *The possibility of online meetings, Skype or telephone*

BIRT the Board appoint committee for digital communications and appoint D. Marin, K. Mostafa and I. Sidorovska to staff the committee and provide policy draft in June.

Stirling/Samuel
Unanimous
Carried

- c. Elect/Appoint Officer Roles

Descriptions of roles provided to members prior to this meeting. The EM job description currently shows Treasurer and Corporate Secretary as roles however, will be updated. Discussions will be continued at subsequent meetings.

Motion to extend meeting by 15 minutes
Revington/Hampton
Unanimous
Carried

K. Mostafa nominated himself for Chair. Although, the Chair should be a returning Director the option of a split term for Chair is a possibility to give the time for an incoming Director to gain some experience prior to taking on a role. The Deputy Chair should be next in line for the Chair. After much discussion nomination was withdrawn.

Motion to nominate R. Stirling as Chair
Nomination accepted by R. Stirling who would be willing to serve for at least 4 months.
Paley/Hampton
Unanimous
Carried

BIRT the Board appoints R. Stirling as Board Chair

*Paley/Hampton
Unanimous
Carried*

*Motion to extend meeting to 8pm
Hampton/Samuel
Unanimous
Carried*

***BIRT** the Board appoints K. Mostafa as Deputy Board Chair
Samuel/Hampton
Unanimous
Carried*

Discussions surrounding policies and this role were brought forward. At this time we require a Corporate Secretary to take on the role until the EM job description is complete.

***BIRT** the Board appoints T. Hampton as Corporate Secretary
Samuel/Marin
Unanimous
Carried*

d. Set Board Meeting Dates for the Year

Due to time constraints, a poll will be sent out by email to determine the most acceptable dates/times to all for meetings.

e. Potential Conflict of Interest on University Committees

Context provided by the GSA President with regard to Directors sitting on University Committee's. This affects committees relating to Policy 33 and 70 but does not affect committee's such as Senate and Senate Graduate Relations Council. Committee's that are supervised by the GSA President may also have a conflict of interest. Fiduciary or self-gain is a conflict of interest issue. The discussion brought forward, items to be covered at the upcoming retreat.

f. Elect/Appoint Directors to Committees

To be carried forward to the next meeting.

11. Adjournment

*Meeting adjourned @ 8:03pm
Samuel/Marin
Unanimous
Carried*

