

Board of Directors
Regular Meeting Minutes
June 18, 2019

Primary Meeting

Date: June 18, 2019
Time: 9:30 to 11:30 A.M.
Place: QNC 4104

Overflow Meeting:

June 25, 2019
9:30-11:00 A.M.

Board Secretary: Tyler B. Hampton, Corporate Secretary
Minutes Taker: Jerrica Little



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]
Rebecca Stirling, Chair of Board	x		
Evan Andrews, Director	R Left at 11:30		
Daniel Grimmer, Director	x		
Tyler Hampton, Director, CoSec	x		
Dmitrii Marin, Director	R Left at 11:54		
Kareem Mostafa, Vice Chair	X Left at 11:46		
Jen Reid, Director	x		
Nick Revington, Director	x		
Isidora Sidorovska, Director		9:40	
Vacant, Director			
Naima Samuel, Director, President	x		
Marsha Paley, Council Speaker		x	
Kevin McKay, General Manager	x		

*A time in the Regrets or Absent column indicates a director arriving at that time, after the meeting was called to order

Councillors	Present with notice	Present
Brayden Wilson	x	
Christopher van Bommel	x	

Other	Present with notice	Present

AGENDA

1. Welcome and Opening Remarks
2. Board Development
a) Self-Assessment
3. Approval of Minutes (9:45)
a) May 17, April 30
b) April 30 confidential minutes
4. Monitoring Reports
a) Global Executive Constraint
b) Emergency President Succession
c) Representation
5. Board Committee Updates
a) VP-Nomination Committee
b) Digital Communications Committee
6. Council Report
a) JPRC end of year report
b) Council March report
c) Council April report
d) Discuss reports vs minutes
e) Speaker reflections report
7. Unfinished Business and Business Arising from Minutes
a) Commissioner Cost of Governance Approval
b) Elect/Appoint directors to Committees
c) 2 nd reading of policy
d) Non-official Director status
e) Opt-out including fee descriptions
8. New Business
a) Closed council sessions
b) Thirty days' notice to council for policy that passed first reading before second reading
c) Updating website during policy readings
d) Frequency calendar
e) Operational planning of strategy
10. In Camera (11:15)
11. Adjournment

MINUTES

1. Welcome and Opening Remarks

Stirling takes the Chair, confirms that quorum is present and calls the meeting to order at 9:34. Hampton acts as secretary and Little records the minutes.

2. Board Development

not discussed

3. Approval of Minutes

9:45

a) *May 17 minutes: item 10c) ED job description should be EM. *

Motion to approve May 17 minutes (Revington/Mostafa) Vote 6Y-0N-4A. Carried.

April 30 minutes: no changes. Motion for approval (Revington/Sidorovska) 6-0-4. Carried.

b) **Motion: Confidential minutes to be discussed in confidential session.**

(Hampton/Stirling) 9-0-1. Carried.

4. Monitoring Reports

9:52

Reports were due in May but were deferred due to student choice initiative. New template for performance reviews implemented last year: targets, goals, objectives, progress. Planning and performance reviews occur once a year to streamline staff appraisals.

Motion: for BEC to review bm-5 policy reports and monitoring mechanism for sci fee changes. (Marin/Revington)

Delegated to BEC to report back to the board in July

Amendment: Remove July time constraints. Vote 7-1-2. **Carried.**

Final Motion: for BEC to review bm-5 policy reports and monitoring mechanism for sci fee changes. Vote 8-0-2. Carried.

Motion to move reports to official board document status. (Revington/Stirling) Vote 8-0-2.

Abstentions noted: Reid and Sidorovska. **Carried.**

a) *May is not the best month for the report to be delivered, as the president will not have sufficient time to review and report on it. President suggested June is more feasible. This could be considered by the board executive committee.*

b) *Regarding how the political director fits into this report, the president answered that their role is specific and so they are not the most qualified to become the successor. The VP should be the successor.*

There is flexibility in delegating a successor; it only needs to be constrained to a student. If there is no president or vice president, then rather than relying on a hierarchy of positions, hiring these positions immediately is the proper procedure. The board and council may discuss the roles of the president and vice president as external operators at a future date.

- c) *How long have some of the vacancies for committees been standing? What is the turn-over period from winter term? All committee vacancies filled at last EL reporting. The reason for vacancies is due to winter turn-over. May-April is the committee term.*

How is it handled when a GSA position has been inadequately represented by a committee member? President is not aware of this situation occurring, but monitoring procedures are in place to ensure proper representation.

What is the recruitment procedure? The president answered that it depends on the position; sometimes positions are for those recommended by the GSA and others are open to any graduate student. Positions for any graduate student can be promoted through social media or committee members.

How are representatives aligning their political positions with council? How is council consulted in the process of the political positions of representatives? President answered that newly appointed are given an email about the expectations of their roles. The plan is to have this information communicated to all representatives on every committee by the end of June. Since representation under president review, any feedback or issues reported to president will be brought back to council.

- d) *When is the next report due? It's due in June every year. Given the student choice initiative, the board should request this report in October ahead of the annual budget report. There is also a need for a strategy to monitor the student change initiative more broadly. The grad house will see the biggest potential change due to fee structures. If this significantly reduces, the board needs to review this before next June. This was moved to a motion.*

5. Board Committee Updates

10:32

- a) *VP-Nomination Committee*
Move into Confidential Session 10:32

The board voted and accepted the Vice Presidential Nominating Committee's nomination of David Billedeau as the Vice President of UW GSA.

Leave Confidential Session 10:53

- b) *Digital Communications Committee*
Review draft policy: *Online Motion Policy – Proposal*

10:54

This policy is needed to enable timely discussions and voting. Under the eligibility section, failure to reach quorum needs further clarification. Suggestion to amend limitation of minutes for emergency sessions – some conditions may not be constrained by time.

Does there need to be language constraints regarding conversations held on slack or through email? The content of conversations outside the scope of this report.

Slack useful for refining motions before a meeting; however, it is not used consistently by everyone. Emails should be sent out prior to motion voting through slack.

Clarity is required surrounding the timeline of calling votes for motions, holding discussions, and final voting; a special meeting for this can be held.

A third option could be a pre-emptive task force with authority to make decisions on a specific issue. Could create a policy around when this is appropriate. Have to consider who creates the taskforce: president or executive board committee. In-between board meetings, if there is something urgent the board needs to do and it is not able to get together, then this report is the best solution to that problem.

OCA constraints: 100% written approval from board needed? The report is in line with OCA guidelines through bylaws that give the board authority to delegate, though due diligence still required.

Vote Deferred.

Motion to extend meeting to 12pm and discuss agenda items 7e, 7a&b, 6a.
(Sidorovska/Hampton). Vote unanimous.

7. Unfinished Business and Business Arising from Minutes

11:27

e) Opt-out including fee descriptions

Changes to document reviewed. June 24 deadline for uploading to quest, communication sent out to students in late July/early August.

Interpretation of bylaws and membership is implying that paying GSA administration fees are what makes one a member; should the name be changed to reflect this? Legal counsel for compliance at UWaterloo declined a title reflecting membership.

Inconsistent capitalizations. Important dental care services – ‘important’ is vague. Can be eliminated.

Representation fees – consequences of opting out should be more explicitly defined. Can be revisited in the winter term in Quest, constrained currently by 600 character limit. Can be added to GSA website fee descriptions.

**Motion: Accept changes to content and formatting of fees description: (Stirling/Hampton)
Vote unanimous. Carried.**

a) Commissioner Cost of Governance Approval

11:36

Commissioners for SAC need to have stipends released to them. SAC commissioner positions described.

**Motion to Approve Commissioner stipends (10 hours a month) for 2018/2019 budget
(Revington/Samuel) Voted unanimously. Carried.**

b) Elect/Appoint directors to Committees

11:44

*Board executive committee set up to rotate with seasons. Summer committee selection now, fall and winter deferred. 3 directors: Grimmer, Reid, and Marin
2 directors for joint policy review committee: Reid and Marin, with input from Revington
Audit and financial risk director: Sidorovska, Mostafa, Samuel*

UW GSA Board of Directors Meeting June 18, 2019

Governance oversight: Stirling, Revington, Andrews

Strategic planning steering committee: Sidorovska, Mostafa, Samuel. Speaker also sits on committee, and another councillor needed.

6. Council Report

11:54

a) *JPRC end of year report*

**Motion to accept JPRC Terms of Reference provided in Appendix A.
(Revington/Reid). Voted unanimously. Carried.**

11:58 Meeting Adjourns *overflow meeting June 25: attendance for meeting taken. Stirling will send out an email with time, place and content of meeting.*