

**Board of Directors**  
**Overflow Meeting Minutes**  
**June 25, 2019**

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



**ATTENDENCE**

<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]
Rebecca Stirling, Chair of Board	x		
Evan Andrews, Director	x		
Daniel Grimmer, Director	R		
Tyler Hampton, Director, CoSec	x		
Dmitrii Marin, Director	x		
Kareem Mostafa, Vice Chair	x		
Jen Reid, Director	x		
Nick Revington, Director	x		
Isidora Sidorovska, Director	x		
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

<b>Councillors</b>	<b>Present with notice</b>	<b>Present</b>
Brayden Wilson	x	
Christopher van Bommel	x Left at 12:00	

**AGENDA**

<b>1. Welcome and Opening Remarks</b>
<b>2. Board Development</b>
a) Self-Assessment
<b>3. Approval of Minutes (9:45)</b>
a) May 17, April 30
b) April 30 confidential minutes
<b>4. Monitoring Reports</b>
a) Global Executive Constraint
b) Emergency President Succession
c) Representation
<b>5. Board Committee Updates</b>
a) VP-Nomination Committee
b) Digital Communications Committee
<b>6. Council Report</b>
a) JPRC end of year report
b) Council March report
c) Council April report
d) Discuss reports vs minutes
e) Speaker reflections report
<b>7. Unfinished Business and Business Arising from Minutes</b>
a) Commissioner Cost of Governance Approval
b) Elect/Appoint directors to Committees
c) 2 <sup>nd</sup> reading of policy
d) Non-official Director status
e) Opt-out including fee descriptions
<b>8. New Business</b>
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
<b>10. In Camera (11:15)</b>
<b>11. Adjournment</b>

## MINUTES

### 1. Welcome and Opening Remarks

*Stirling takes the Chair, confirms that quorum is present and calls the meeting to order at 10:16. Hampton acts as secretary and Little records the minutes.*

### 6. Council Reports

**10:18**

#### a) *JRPC Report*

*There are inconsistencies between policies and bylaws, e.g. board directors are not considered voting members of the council in policy, but they are in bylaw. Bylaws supersede policies in cases where they conflict. The board can approve changes to bylaws, but they need to be ratified by the next AGM, or they revert back to the original. If bylaw changes are rejected at the AGM, then the previous bylaw is reinstated. All policy changes made under the revised bylaw still stand unless they conflict with the original bylaw. The GSA website provides the current version of the bylaws; any changes will be noted.*

*Terms of reference currently state that proposals for policy and bylaw recommendations can be considered by the JRPC. The JRPC is advisory and so council members may work on proposals for policies, but it is unclear if they are legally able to contribute to bylaw changes. Suggestions for how to handle this situation include: 1) The BEC may want to form a subcommittee to discuss bylaws with council members, or 2) the JRPC can note inconsistencies between policies they want to implement and existing bylaws, then bring that to the board and have them vote on changes.*

*There are no council members on the JRPC yet. According to terms of reference, quorum requires both directors and councillors, so they made not proceed with bringing proposals to the board. However, they may begin work without council members.*

Motion to accept report and task the JRPC to consider the recommendations in the report going forward (Revington/Andrews).

**Amendment** to add a section that the JRPC committee will draft proposals for bylaw recommendations (those referenced in Appendix D) (Marin/Sidorovska). Vote 7-0-2.  
**Carried**

**Final Motion: Accept JRPC report and task the committee to consider the recommendations going forward and add a section that the committee will draft proposals for bylaw recommendations (those referenced in Appendix D). Vote 8-1-0. Carried.**

#### b) Council March report.

**10:55**

#### c) Council April report.

**Omnibus accept reports (Stirling/Hampton). Vote unanimous. Carried.**

- d) *Discuss reports versus minutes* **10:56**

*The council deputy speaker proposed that council minutes should be used in lieu of separate reports to the board. Areas not normally included in the minutes, such as new director positions and the student needs section, would be added in and sent as one package. The board noted that the minutes are approved at the following council meeting; since board meets one week after council, the notes may not be ready in time. Further, reports are better at facilitating communication between the board and council, especially for council work and policies. Also, since council minutes do not include votes, the board will not have an idea as to the consensus of discussions; this can be better described in a report. The deputy speaker withdrew the motion.*

- e) *Speaker reflections report* **11:10**

*Report discusses the number of hours worked by the speaker and deputy speaker. Speakers are volunteers that are given an honorarium. While honorariums are intended to compensate for work completed, they are not tracked hourly. Appropriateness of honorariums needs to be reviewed; cost of governance report should reflect the amount of work performed. It was proposed that either the board revise the number of hours expected of speakers and change the honorarium accordingly or think about methods to reduce workload and maintain the current rate. If responsibilities need to be delegated to others, are they also being compensated? If the speakers take on extra work or delegates it to others, it is still not being paid either way, so the issue is not resolved; delegation has a workload of its own as well. This will be discussed further under cost of governance report.*

**Motion to Accept Report (Stirling/Revington). Voted unanimously. Carried.**

- 7. Unfinished Business and Business Arising from Minutes** **11:23**

- a) *Council Cost of Governance Approval*  
*Moved to July.*

- b) *Elect/Appoint directors to Committees*  
*Discussed in July 18 meeting.*

- c) *2nd reading of policy* **11:23**  
*Review changes to EL-9, EL-15, GP-1, GP-2, GP-4, GP-12, GP-13, GP-19, BM-1, and proposed revision to BM-5.*

**Motion to approve policies omnibus (Andrews/Sidorovska). Denied.**

**Motion to approve changes to EL-9 (Marin/Hampton). Voted unanimously. Carried.**

*EL-15: The graduate house is not normally open on Saturdays, so only regular hours are affected by event closure policy. The following sentence is unclear: "president shall not cause or allow irregular hours of operation." Perhaps include examples to improve*

*clarity, such as situations with gas leaks or snow days that are beyond president control. Rooms can be reserved by student groups, but the whole facility cannot be closed to graduate student members.*

Amend EL-15 to edit bullet 6: “the graduate house to be without service standards or operating hours, which are known to staff and customers,” and bullet 11: “closing during regular hours for private events.” (Andrews/Revington). Voted unanimously. **Carried.**  
**Motion to accept changes to EL-15 with amendments (Hampton/Andrews). Voted unanimously. Carried.**

*GP-1: reviewed by JPRC. Changes are to section 2 a) ii.*

**Motion to accept amendments to GP-1. (Andrews/Reid). Voted unanimously. Carried.**

Move to extend meeting past 12 to 12:30 (Hampton/Revington). Vote 8-1-0. **Carried.**  
*GP-2: Regrets cannot be sent indefinitely avoid repercussions of this policy, and regrets do count as absences if over the allotted limit. To clarify, skyping in counts as attendance. There are 11 annual meetings and so over one-third of meetings is 4. The board discussed how the OCA (section 25) defines the legal requirements for the removal of directors, r.e. asking versus mandating a director resign. This discussion will be deferred until the next regular meeting.*

Move to approve GP-2 (Andrews/Revington). **Denied.**

Friendly amendment (Reid/Hampton) to have “Board meeting” be plural and regular amendment to add “with or without regrets” after “regularly scheduled board meetings.” Voted 8-1-0. **Carried.**

5 minute recess at 12:11 declared by chair. Session continues at 12:18.

**Motion to assign BEC to look into GP-2 and report back with a legal interpretation (Reid/Revington). Friendly amendment to table discussion about GP-2 at next regular meeting (Revington). Voted 8-0-1. Carried.**

**Motion to approve GP-4 (Reid/Marin). Voted unanimously. Carried.**

*GP-12: Further discussion to be held regarding whether the corporate secretary is included in the 3 rotating positions of the BEC.*

**Motion to approve GP-12 (Hampton/Revington). Voted unanimously. Carried.**

Did not have time to discuss changes to GP-13, 19, BM-1, BM-5, nor to review the timeline for minutes.

**12:33 Meeting Adjourns.**