

Board of Directors
Regular Meeting Minutes
July 23, 2019

Primary Meeting

Date: July 16, 2019
Time: 9:30 to 11:30 A.M.
Place: NH 3308

Overflow Meeting:

Date: July 23, 2019
Time: 3:00 to 5:00 P.M.
Place: STC 2026

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



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	X		
Daniel Grimmer, Director	X		
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, Executive 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	

Other	Present with notice	Present

AGENDA

1. Welcome and Opening Remarks
2. Board Development
a) Self-Assessment
3. Approval of Minutes (9:45)
a) June 18, 25
4. Priority Discussions
a) EM job role
b) SCI Fee Update
5. Policy
a) 2 nd reading policy backgrounder
b) Second Readings of Policy
c) BM5 friendly amendment
d) GP-2 first reading
e) Bylaw resolution
f) Digital Communications Policy first reading
6. Council Report
a) July Report
7. Presidential Monitoring Reports
a) Asset Protection
b) Fees
c) Compensation and Benefits
8. Strategic Planning
a) Discuss strategic plan
9. Unfinished Business and Business Arising from Minutes
a) Closed council sessions
10. In Camera (11:15)
11. Adjournment

MINUTES

1. Welcome and Opening Remarks 3:00

McKay has accepted offer for Executive Manager Job.
Friendly motion Marin DCC report to be moved to bottom of the agenda.

5. Policy 3:05

e) Bylaw resolution

*Summary, turning “fee” to “fees”
Also adding “non-refundable” to the Graduate House fee, to reflect current status of
Graduate House fee as “opt-out’-able (per SCI fee changes).*

Motion to accept proposed changes to Bylaws 3.2 & 3.4 (Marin/Samuel) Unanimous

6. Council Report 3:15

a) Council Report from July

*Invitation from Council Speaker to have Board members help with knowledge transfer at
council meetings, especially with the large number of new members.*

Motion to accept Council Report from July (Hampton/Revington) Unanimous

7. Presidential Monitoring Reports 3:25

*Part c) Compensation and Benefits was to be moved be moved to Board August Meeting.
Provision from June overflow meeting of the Board with respect to tips has not yet been
implemented, thus President’s reporting of current non-compliance. A solution would be to
raise wages from current \$14/hr to a living wage of \$16/hr. With SCI initiative and budget
process, unsure.*

*Pointed out that the President’s wage has not increased correspondingly with the TA wage.
Parking lot for budget conversation. Possibility of having President wage automatically
locked into TA wage. For TA raises, process begins in Nov., approval in Dec., to take effect
following May 1st.*

**Motion to accept EL-9 report on Compensation on Benefits (Andrews/Revington)
Unanimous**

*Part a) Asset Protection. Discussion of employees are “bonded” or “bondable”. President’s
opinion, staff should be “bondable” except for high-level staff who are involved in decision-
making. Refer to EL-8 number 2. for definitions.*

**Motion to accept EL-8 & EL-4 reports on Asset Protection and Fees (Revington/
Andrews) Unanimous**

8. Strategic Planning **3:35**

We have an interim strategic plan developed by previous board and approved at previous AGM. We can move into a fully functional multi-year strategic plan. So far perhaps irregular situations have prevented us from doing this, but ideally it should give us a way to navigate these situations. Going into the SCI, we're faced with making a lot of assumptions (predictions) about certain items. Strategic plan can help make sure end of year exhaustion doesn't lead to bad governance.

9. Unfinished Business **4:00**

a) Closed Council Sessions

How can Board members bring expertise and knowledge to the table without intruding on council or dominating votes? Current practice has been for Directors to speak on matters of fiduciary duties and second motions. What about when Council wants to discuss Council-Board relations? There is currently no standard about when session should be open or closed, or whether closed session is discussing the Board or not.

Directors agree to abstain from voting in council and respect council speaker's wishes to leave closed session if requested to do so. Council speaker assures that directors will not be asked to leave unless there was a "very obvious, explicit reason".

Motion to differ this topic of closed Council sessions and Director's votes at Council to the JPRC, for a report at their convenience (Andrews/Wilson) Unanimous

5. Policy **4:30**

f) Digital Communications Policy

Problem previously was legal interpretation of whether Board business can take place outside of physical meetings of Directors. Committee (DCC) will seek legal advice on this matter. So far, no proposed change to policy. DCC has recommended option 2 from their report. Context, since current law was written in 1970's, could not have foreseen current ability to communicate online. Would need to handle justifications carefully for online meeting/vote, and have materials included in official minutes. Context, an issue like the fee descriptions perhaps should have never been Director's responsibility, rather, it should be management to act quickly on this. Is option 2 of the DCC report the same as the current framework of a Special Board Meeting? More information gathering is needed.

Motion to accept the DCC report into the minutes (Marin/Andrews) Unanimous

10. In Camera **4:50**

11. Meeting Adjourns **5:15**