

Board of Directors
Regular Meeting Minutes
September 17, 2019

Primary Meeting

Date: September 17, 2019
Time: 9:30 to 12:30 A.M.
Place: NH 3043

Overflow Meeting:

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



ATTENDENCE

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 Left at 10:41		
David Billedeau, Vice 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

Other	Present with notice	Present
Douglas Singini	x	

Current Committees	Committee Members
Board Executive (Summer)	Stirling (Chair), Samuel, Mostafa, Hampton, Reid, Marin, Grimmer
Joint Policy Review	Reid (Chair), Marin (deputy chair) + consulting by Revington; [Paley, Parker]
Audit and Financial Risk	Mostafa (Chair), Sidorovska, Samuel
Governance Oversight	Andrews (Chair), Stirling, Revington
Digital Communications	Marin (Chair) Sidorovska, Mostafa
Strategic Planning Steering	Sidorovska (Chair), Samuel, Marin, Stirling; [Paley, Sargent]

AGENDA

1. Welcoming Remarks
2. Board Development
3. Consent Agenda
<ul style="list-style-type: none"> a) August meeting minutes b) President reports (EL-10, EL-11, EL-12) c) Council reports d) Committee reports: <ul style="list-style-type: none"> - JPRC - JPRC TOR e) Committee appointments: <ul style="list-style-type: none"> - Fall BEC – Nick, Jen, Dmitrii
4. Priority Discussions
a) Management Workplan
b) EL-9 (excluding tips)
c) President monitoring reports calendar
d) Bylaws compliant with ONCA
e) Board and council COG
f) Recruitment Task Force
g) ARC TOR
h) DCC Report motion
i) Board annual agenda
j) Council reports to board
5. Discussion Overflow from Consent Agenda and Priority Discussions
6. Action Item Review
7. In Camera
8. Adjournment

MINUTES

1. Welcome and Opening Remarks 9:31

Stirling takes the Chair and calls the meeting to order at 9:31 AM. Hampton acts as secretary and Little records the minutes.

2. Board Development 9:33

GP-8 item 9 outlines the speaking rights of directors during council meetings. Board matters should not be brought up during council meetings unless it is with a unified voice and agreement.

3. Consent Agenda 9:35

Motion to adopt consent agenda (Stirling/Hampton).

- a) August meeting minutes

Corrections to minutes: in the attendance table, the vice president of the GSA is not a director. In the section on the online motion policy, the board voted to defer a vote until the September meeting.

- b) President reports (EL-10, EL-11, EL-12)

- c) Council reports

Move out of consent agenda.

- d) Committee reports:

- JPRC

- JPRC TOR

Move out of consent agenda to discussion overflow and priority discussions.

- e) Committee appointments:

- Fall BEC – Nick, Jen, Dmitrii

Motion to approve consent agenda items (Stirling/Hampton). Approved unanimously.

4. Priority Discussions 9:37

- a) Management Workplan

The workplan highlights priority items in the strategic plan and timelines associated with them.

The first measurement report will be shared in November and will be released each ongoing term.

After the report in November, discussions about progress and ongoing strategies will occur.

Qualitative assessments will be provided along with the statistics to interpret the implications of the data.

Motion to accept the report into the minutes (Hampton/Reid). Approved unanimously (Samuel abstained).

Motion to approve the workplan (Maren/Mostafa). Approved unanimously (Samuel abstained).

- b) EL-9 (excluding tips)

Policy change discussion regarding wages. Management presented findings from discussion with staff.

Motion to change EL-9 Item 3: b) remove the first (excluding tips) and change the second (excluding tips) to (including tips), as well as change c) (excluding tips) to (including tips) (Reid/Hampton). Approved unanimously.

c) President monitoring reports calendar

EL-1 and EL-7: it would be difficult for a newly elected President to report on these matters during the first month of their term, and so the second month of the term is proposed instead. Under BM-5, a proposal was made to change the schedule of the global executive constraint, emergency president succession, and representation reports. Further, a suggestion was made to add the internal audit report (financial condition and activities) along with external to the schedule. Future discussions of the JRPC are needed to clarify whether appendices count as policy revisions.

Motion to change the schedule for global executive constraint to June, emergency president succession to June, and representation to June, October, and February (Reid/Mostafa). Vote (y/n/a) 7-0-1. Approved.

Motion to change the BM-5 monitoring schedule into an appendix and change the first sentence under item 5 to refer to the monitoring schedule in the appendices (Reid/Samuel). Vote (y/n/a) 5-2-0. Approved.

d) Board and council COG

Board plans to ask management to reach out to applicable third-party organizations to provide a consultant to offer advice on governance models for both board and council.

Motion to approve the council and board cost of governance reports, removing all honorariums from the council report, as they are already included under operations. Also, the table will be adjusted to reflect correct totals (Revington/Hampton). Approved unanimously.

Honorariums for the board are not explicitly detailed because they are included under operations; council has requested it for the speaker and deputy speaker roles. A meeting between the President, Vice President, Board Chair, and Council Speaker will be held to clarify role expectations and needs going forward.

Action item ask council to create a plan that details specific areas where they need help from management.

e) Recruitment Task Force TOR

Taskforce was set up in August; TOR are anticipated for October. Recruitment efforts are underway, e.g. revising president job description, promoting awareness of GSA, etc.

f) ARC TOR

Deferred to overflow meeting.

g) DCC Report motion

Deferred to overflow meeting.

h) Bylaws compliant with ONCA

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JRPC review of bylaw consistency with policy is being held in October. A stipend will be provided to review bylaw consistency with ONCA before getting advice from a governance lawyer to assist in establishing compliance of bylaws with ONCA requirements. Either a student, alumni, third party, or the VP can review the bylaws prior to the lawyer. ONCA supersedes policies, and so consistency with those should be the first priority.

Motion to release funds as a stipend for a first reading of the bylaws and ONCA requirements, to be reported to the board in October, with a cap of \$1000 for the stipend (Stirling/Hampton). Approved unanimously.

i) ~~Board annual agenda~~
Deferred to overflow meeting.

j) ~~Council reports to board~~
Deferred to overflow meeting.

Move to confidential session at 11:50 (Revington/Mostafa). Approved unanimously.

Move to leave confidential session at 12:04 (Mostafa/Revington).
Meeting adjourned at 12:04.

~~5. Discussion Overflow from Consent Agenda and Priority Discussions~~

a) ~~Committee reports:~~

~~-JRPC~~

~~-JRPC TOR~~

Deferred to overflow meeting.

~~6. 11:40 Action Item Review~~

Deferred to overflow meeting.

Adjournment