

Board of Directors
Overflow Meeting Minutes
September 26, 2019

Overflow Meeting

Date: September 26, 2019
Time: 1:00 to 3:00 P.M.
Place: NH 3308

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 2:51 | | |
| 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

| 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

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|---|
| 1. Welcoming Remarks |
| 4. Priority Discussions |
| 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 1:05

Stirling takes the Chair and calls the meeting to order at 1:05 PM. Hampton acts as secretary and Little records the minutes.

2. Priority Discussions 1:07

g) ARC TOR

The activities of the committee going forward were outlined: risk management for future events, financial monitoring and audit reporting. An annual report will be produced, as well as any requiring more urgent attention. Meetings are expected to be held once a term.

Motion to accept the ARC TOR (Mostafa/Hampton). 8/0/1. Approved.

h) DCC Report motion

Consulted with management and a lawyer about electronic voting. The committee identified in the report three ways to proceed:

1) do not introduce an online voting policy but create a procedure facilitating emergency meetings. As a fallback, the GSA can obtain the signatures of all directors per OCA to enact a board resolution

- 2) *delegate decision-making to the BEC if procedure in option 1 have failed*
- 3) *develop an online motion policy (for the case the procedure in option 1 have failed) and wait until ONCA is in effect before implementing it.*

Motion that the Board of the UW-GSA accepts the DCC chair report from August 12 and commits it to the DCC with an instruction to devise a policy action proposal implementing option 2 as outlined in the report (Marin/Hampton). 7-1-1. Approved.

i) Board annual agenda

The President summarized some suggested revisions to the current draft of the agenda. There are two existing documents – a detailed spreadsheet and a synthesized version. The synthesized version is going to be used to help create the annual board agenda, but further discussion about the need for a more detailed workplan was suggested.

j) Council reports to board

Management received feedback about workload issues, cost of council, and the number of council vacancies currently existing. Enlisting the VP to act as council co-chair was proposed, requiring amendments to GP-8, GP-13 and council bylaw 7. The council would still elect their own chair in this scenario. The goal of this proposal would be to assist in monitoring and overseeing council activities as well as improve communication between council and management. Ultimately, the board supported the VP stepping in to help council with pressing issues, but it is up to council to decide via their own policies.

3. Discussion Overflow from Consent Agenda and Priority Discussions

- a) Committee reports:
 - JPRC
 - JPRC TOR

Deferred to October meeting.

4. Adjournment

Meeting adjourned at 3:15.