

Board of Directors
Regular Meeting Minutes
October 15, 2019

Primary Meeting

Date: October 15, 2019
Time: 9:30 to 12:30 A.M.
Place: NH 3043

Overflow Meeting:

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



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 Arrive 9:33		
Naima Samuel, Director, President	x		
David Billedeau, Vice President, interim chair of Council	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		
Twesh Upadhyaya	x		

Current Committees	Committee Members
Board Executive (Fall)	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
Update from EM
2. Board Development
Letters patent/supplement
3. Consent Agenda
4. Priority Discussions
a) Confidential Minutes
b) EM/PA Hiring
c) Director Candidates
d) JPRC report
e) Bylaw review Candidate update from EM
f) Annual board agenda
g) BM-5 policy change 2 nd reading
h) GP-15 draft first reading
i) Other reports addition to BM-5
j) DCC Report
k) ARC Risk Framework Report
l) Recruitment Taskforce ToR
5. Discussion Overflow from Consent Agenda
6. Other business
a) Compensation
b) Other Policy 2 nd readings
7. 12:40 Action Item Review
8. 12:45 In Camera
9. Adjournment

MINUTES

1. Welcome and Opening Remarks 9:30

Stirling takes the Chair and calls the meeting to order at 9:30 AM. Hampton acts as secretary and records the minutes.

2. Board Development

Corporate Secretary reads the Letters Patent and Supplementary Letters Patent for the Board.

3. Consent Agenda

Contents: September minutes, EL-13 and EL-2 reports, Council Report, PNC TOR, Committee Appointments (Samuel -> PNC)

Request for Presidential Finance report to be removed from consent agenda

Motion to adopt consent agenda (Stirling/Marin) Unanimous

Motion to enter confidential session (Stirling/Revington) Unanimous 9:35

Motion to leave confidential session (Stirling/Samuel) Unanimous 9:55

4. Priority Discussions

c) Director Candidates

Candidates for vacant Director roles speak to their qualifications for the role of Directors: Twesh Upadhyaya and Douglas Singini.

Questions asked: Why do you want to bring your experience and volunteer time to the Board of Directors of the GSA? What is your interpretation of the role of a Director of the Board within the goals and activities of the GSA? Are you both familiar with the time commitments of the role of Director?

Motion to enter confidential session (Stirling/Reid) Unanimous 10:10

BIRT the Board accepts the nomination of Twesh Upadhyaya as a Director

Motion to leave confidential session (Stirling/Mostafa) 10:55

Brief adjournment 11:00

Meeting resumes 11:08

d) JPRC report

Deferred from September meeting. JPRC has drafted a schedule for policy revisions through the 2019-2020 year. September focused on governance and governance roles. October will focus on bylaws. The report includes a revised TOR that includes by-laws in their purview. Discussion on how directors or councillors can bring forward their own policy changes-proposals-recommendations versus the proposed schedule for the JPRC. To address communication-disagreement between the JPRC and Board, recommendations won't be by-line or highly detailed.

Directors have the ability and duty to address pressing policy matters, while the JPRC is helping build a body of knowledge about other policy gaps that will be relevant in the mid-future.

Motion to accept the JPRC Report (Mostafa/Marin) Abstention noted: Reid

(8-0-1) Approved

Motion to approve the amended JPRC TOR (Mostafa/Marin) Abstention noted: Reid

(8-0-1) Approved

e) Bylaw review Candidate update from EM

Previous meeting approved monies to hire an external person to review our bylaws.

EM had a discussion with the previous Manager: they believe our bylaws are in-line with ONCA and EM expresses that we should not but the job of reviewing the bylaws outside of The Board. The Board is responsible for reviewing our bylaws and likely we don't have too much to change, since the bylaw restructuring two years ago had the oncoming ONCA in mind (The previous Manager was instrumental in this). EM expresses we don't need to hire a lawyer. Discussion of the future implementation of ONCA and the grace period under ONCA to bring bylaws into compliance.

f) Annual board agenda

ARC had two items to add to the annual agenda. Policy and bylaw recommendation reports from JPRC will be coming periodically, with efforts continuing. Changes can occur with or without JRPC recommendations. WRT budget, discussion on August/July deadline. Management could begin discussions with the board, new directors, new president, on the budget in July, so that directors are less time-pressed, but approval could remain in August. The current August timeline is tied to monitoring reports and possibly tied to reporting from the University, i.e. enrollment, opt-ins. Discussion of July budget workshop 2020, and possibility of having a draft 2020-2010 budget. If strategic planning begins on schedule in Winter 2020, a draft 2020-2021 strategic plan could possibly accompany the budget at the July workshop.

Motion to extent to discussion by 10 minutes (Marin/Sidorovska) (3Y-4N-2A)

Motion to approve annual board agenda with amendments (Grimmer/Reid) no vote

Amendments: (1) add budget workshop in July, still approve budget in August, (2) ARC annual report in April, (3) Policy review and development will be an ongoing process, nor setting a date of January and March 2020

g) BM-5 policy change 2nd reading

12:10

Policy change: changing reporting schedule to an Appendix, such that they can be amended without the formal policy process with council feedback. Adding wording at BM-5 number 5

Motion to approve the changes to BM-5 (Stirling/Marin) Unanimous

h) GP-15 draft first reading

12:15

Discussion on refreshed GP-15 Strategic Planning framework, 3 year cycle, unified strategic plan with Board and Council having their own separate workplans or annual agendas. Discussion item 6, can the advisory committee be chaired by someone other than the board chair? A director?

Amendment, section 6, membership Chair of the Board (no designate). 6a. The committee will be chaired by "The Chair of the Board or a designated director". Add (or designate) to President Item 3c. Year 3 (January), typo "being" -> "begin"

Item 3. "shall develop their own annual agendas that align with the strategic plan"

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Item 5. i.e.. has two periods. Paragraph does not end with period.

Item 5: “optimize value for graduate students”, strike stakeholders Amendment (Marin/Grimmer)

Following items deferred to overflow meeting:

- ~~i) Other reports addition to BM-5~~
- ~~j) DCC Report~~
- ~~k) ARC Risk Framework Report~~
- ~~l) Recruitment Taskforce ToR~~

6. Other items

a) Compensation

President puts in request for compensation for 60 hours of overtime accumulating since May (about 9-10 hours per month for 6 months). Mainly incurred by the SCI situation. President expresses that they had tried to take back hours for vacation, but no opportunity arose, e.g. council emergency, other things coming up. No VP was in position. Request now and before had been for employees to come forward earlier if they are overworking.

Appendix B – UW Pay Scale should be added

Question: President should be USG-10, higher than Executive Manager, considering experience, incumbent president. Currently president is paid below TA rate ~\$33/hr.

Board should consider pay framework and align pay scales to responsibilities. Board should discuss with HR, after PNC formalizes president job description.

Motion to enter confidential session (Samuel/Marin) Unanimous 12:37

Motion to leave confidential session (Stirling/Marin) Unanimous 1:07

Meeting Adjourns 1:10