

**University of Saskatchewan  
Graduate Students' Association**

**SPECIAL GENERAL MEETING**

**Minutes from Tuesday, March 13<sup>th</sup>, 2017 Special General Meeting**

**Present:** Ziad Ghaith, Shailza Sapal, Derek Sutherland, Iloradanon Efimoff, Jaylene Murray, Natisa Absher, Naomi Laurson, Robert Henderson, Ian Smith, Silvia Voteva, Yina Liu, Brenda Byers, Anastasia Stadnyk, Prajjwal Hautam, Carolyn Gaspar, Haley Scott, Vita Andervoul, Evan Poucelet, Logan Pizzey, Brett Jordan, Mila Markevyla, Steve Langdon, Kyle Fransishyh, Kaiyang Tu, Tyler Morhart, Nateda Sahlat, Jason Ho, Fred Sage, Stephanie Streich, Colin McLaren, Chanda Hetzel, Kirby Brigden, Katherine Racs, Banjo Olaleye, Josh Cronmiller, Seth Dueck, Tristan Taylor, Derek Gruen, Luc Chabacle, Chris Maierhoffer, Wanda Seidlikoski, Daniel Varran, David Bennet, Vidit Patel, Obi Ugo-Okek, Nadia Hossain, Douglas Rosmussen, Tianda Drankchuk, Breanna Anderson, Courtney O'Keefe, Kate Morrison, Michelle Wauchope, Kusum shama

**Organization of Meeting:** Robert Henderson, GSA Chair, took the chair, and Anastasia Stadnyk acted as secretary. The Chair advised that due notice of the meeting had been given, a quorum was present, and the meeting was properly constituted.

**OPEN SESSION**

1. **CALL TO ORDER:** 5:22 pm the meeting was called to order and the chair noted that quorum was met.
2. **REMARKS FROM THE CHAIR**  
The main reason for tonight is to approve governance changes. Chair noted the need for a mover and seconder before the discussions and vote occur.
3. **APPROVAL OF AGENDA**  
Item number four was amended out of agenda. No further discussion.  
Carolyn and Nafisa. Carried.
4. **PRESETATION AND UPDATE FROM THE GSA EXECUTIVE**  
President highlighted the strategic initiatives of the GSA that occurred this year ( there are 11 initiatives).  
The strategic initiative needs more than 1 or 2 years to typically take effect. When they started this term they highlighted the importance of grad students involvement with the board of governance and have been very impressed with the change and involvement that they saw this year.

We are the only students in the U 15 who are not represented on the Board of Governors at The University level; this was an issue when grad students represent 20% of population of the university. President highlighted the process that began in Summer 2016 which began with meetings of secretary and provost. In October of 2016, Ziad went to Regina to make the case for being apart of the governors at the university level. In November 2016 they sent an official letter to provost and president to amend the act; December 2016 the provost confirmed this support.

The second strategic initiative was the student supervisor formalized agreement initiative. Originally, The Faculty Association was worried about this structural change, these discussions have been ongoing since June 2016 as well. In January/February this draft was shared; March 14 2017 will have an open discussion to go over this. After the meeting tomorrow, they will be taking this to the CGBS council to vote and make this mandatory.

In terms of internal improvements, the executive has been working on improving the governance and strategy. They have been drafting a 5-year strategic plan. President highlighted and noted the influence the chair's involvement in all of this engagement and involvement as a whole student's association this year.

GSA is also discussing the potential to have a UPASS over the summer. Starting March 21 there will be free tax planning seminars. Other highlights from this year include that the GSA has an updated website, a notary service, donated \$10,000 to a crisis centre, as well as legal services.

Finally, the Local Three Minute thesis will happen on March 26, 29, 30. The Regional thesis will be occurring for the first time on April 28; there will be ten awards for the first time ever. For the first time ever there will also be ThinkGRAD where students from across Canada will come here to discuss important issues.

Chair opened the floor to any questions; there were no questions at this time.

## **5. UPDATE ON THE FINANCIAL AUDIT**

In the past the GSA has had some difficulties with this, the university had done the audits. The president noted that this is an ongoing process.

Kathryn Bankowski, the auditor, came to speak and noted that they are moving forward from the most recently audited year and are fairly comfortable with these and as such, have been able to move on. They have began producing solid numbers for the years subsequent to that' it has been hard to find the balances and transaction information. Noted the initiative in having a bookkeeper and control systems in place that will greatly help the organization moving forward.

Has been slow because of the lack of information to support the audited numbers; they are waiting on this information before continuing.

Kathryn asked if there were any questions. The chair noted that the take-home message was that this hasn't been worked on in the past and everyone will be re-updated at the AGM.

## 6. GOVERNANCE CHANGES

The chair notes that these relevant handouts are also available online. The online version shows the clean version as well as each specific change that will be proposed.

The changes that are being proposed are through ongoing discussions from the Governance Committee; these are changes that are necessary. This information came about through discussions, town hall meetings, and council meetings on the proposed changes; it was concluded at the end of the day by the Governance committee what the primary required changes are.

The following list outlines the first few items that are being amended:

- Consolidate four executive roles into two (U of S had the largest of all the U15 GSA, needed to increase efficiencies) i/e instead of VP fin doing bookkeeping hire a bookkeeper
- The creation of a Board of Directors (the council at the moment is both a council and a board and it needs to be separated into two functions. The board role is going to be formed separately)
- Various housekeeping changes including updated wording.
- Finally, there is a transition plan proposed to have the first board created for May 1; for summer months the council will appoint most of the BOD members. Then, when school resumes in September the newly elected directors will take office September 1. They will shadow the summer board in the meantime.

Question from the floor- why the rush in changing the structure?

Chair noted that in their opinion this has been developed since September. In order for there to be a board in the upcoming year they need to enact these changes now to prepare the board

A second question asks whether if the board will be elected? The chair notes we will cover these changes during the discussion portion.

A third question; will these questions be voted on collectively? The chair notes that there will be a motion to adopt all the changes with one motion; there is a discussion on each change, and then vote as a whole. The chair notes this might be the most efficient process and approving one by one may create chaos.

The chair highlights that amendments are only on those which notice has been given. So nothing can be introduced because this is outside of the procedural notice.

Robert: 9.6 Constitution: Be it resolved, that the constitutions, bylaws and policies be amended, and take effect on May 1, 2017. The circulated agenda package outlines this all

**Carolyn and Ziad. Carried.**

The chair notes these proposed changes are changes to the constitution as well which are mostly housekeeping changes to acknowledge presence of a board.

- Membership and Fees: One question, 5.1.2.2, what happens to a grad student who is eligible to be part of the GSA but has not yet paid their fees? Chair noted that you're still a student until you pay your fees; therefore, you're a member of the GSA until you're kicked out
- Section 6 is an entirely new section that defines the board of directors; board will be the chair, non-executive members of the board, President, VP Operations and Finance, GSA recording secretary (non voting). There are essentially 7 other directors- 2 members appointed, 3 grad students who are non councillors, two alumni of a U of S grad program(alumni can't be staff or faculty). Term of office is 2 years and renewable once. Alumni members granted regular. Someone can be removed by 2/3 regular vote. The chair opened the floor to questions.

Question: are the alumni positions voting? Yes. Elaboration behind alumni members: this is the practice of the universities board itself, most organizations will appoint some external people to satisfy certain skills, for example it would be helpful to have an accountant or an auditor as a member of the general board. It allows the organization to get expertise that it may not otherwise

Who will be in charge of these nominations? The council will be charged with putting forward nominees to the AGM; subject to membership approval.

Should there be a limit on all of the registered members coming from different departments so that they aren't all the same? Chair notes this is a tricky thing to require because this is open to the entire membership to vote on so if they voted to this then they technically approve it. It should also be noted that someone on the board should represent the board and not the college they are from. The chair notes this could be considered for future editions.

Question: if you could explain the difference between the council and the board? The board is essentially defined in the NFP corporations act: they are charged with managing the business and affairs of the organization and oversee those managing the day-to-day operations. The council is entirely a creation of the GSA, not every organization has a council like body. Councils are representative groups that in each case represent each department on campus. They are a representative group that deals with the policy (student life, these people represent the students) and a part of mission of the organization that don't have to do with corporate financial matters. Council is bringing what students want GSA to do to the attention of the GSA.

Another question: why do we need a board? Auditor provided a general comment; in a NFP organization you have a board to oversee a council who act as a management. The board needs to be the governance piece; she notes that there isn't a split in the governance to oversee the management piece. Generally speaking this is a very important divide; there is a big shift in the trend of a board to be purely governance. It's best practice to have both. With the constant turnover of council, there isn't continuity right now and the board would allow there to be continuity between the operational pieces.

Question: does this transfer power? Kathryn Bankowski noted that the board needs to oversee this and that the word power shouldn't even come into this discussion. Chair also added that council acting as the board isn't consistent with common law or the NFP act; the fact that council is a representative body and it's a conflict of interest to be representing both. There are liabilities acting as a director; you can't insure the entire council; another reason to have a group

Question: will the elected members of the board be paid? Chair noted that no one is paid except the executives who are paid as executive members. Any voting board members are not paid; this is common practice.

Question: Isn't this a government more than it is an organization, should we have a board like a company? Chair notes that the board is elected by the membership. For example, suppose the president is underperforming and is inconsistent with what the membership has asked them to do. A board can step in here as oversight, whereas council typically would have difficulty stepping in.

Brenda Byers, a governance committee member, noted that at the last two town halls there were similar questions regarding the structure. The size of the current council makes it very challenging to manage the executive on a day-to-day basis. Most council members attend monthly meetings and that's about it. A board can meet more frequently to oversee financial reporting, and this comes down to the fact in the last 4-5 years that good governance in the GSA wasn't happening. The executive are often students coming in, pressed for time, might not even have time to learn their roles, the idea of the board is that they have the expertise to guide the executive to ensure good governance.

Ziad also mentioned the liability of the 40-50 members; there is no current liability insurance. If there were a wrong decision no one has coverage and all of you would be personally liable. The size makes the accountability piece very difficult.

Comment from the floor: In theory the idea of a council overseeing an executive sounds good, but in reality it's very difficult for a council to actually oversee this, in practice a bottom up oversight is very difficult.

Question: Can there be an oversight committee instead of a board? The chair notes that essentially every company ever has a board of directors. The chair also notes that every other student association has a board.

David Bennett: Obviously GSA is a non corporate organization under the law, he noted that he believes that the board causes the GSA to step away from the grassroots direction that he would like the GSA to be. In the past he was around for the difficulties the GSA faces and he noted that in his opinion a board might not have been able to help in those situations.

Brenda Byers: Notes that in the transition planning this is only a first step and there are many change that can happen; its up to the council to ensure that this structure does work. It's an onus on these council members to ask for the results of all this effort. Keep in mind this is only the

initial phases.

Chair notes that these types of changes are not from the fact that there have been a lot of issues and looking past this, but rather what makes sense, what's good governance, what are partner institutions around the country doing? Chair notes that his experience this year there haven't been audits; this is part of making sure this organization moves forward in a responsible way. It's not about power or taking things away, but rather people are here to discuss good governance.

Question: One of the comments was it's not about power? He notes that he believes there is power in governance. The role of the board is to oversee executive; who has the power over the board? Chair notes that according to the act the members elect a BOD so the governance committee has built in an additional provision, which allows at a general meeting to remove a board member. So the members elect the board to oversee.

Question: Can members see what happens at the board? Chair notes that these minutes will all be public.

Question: Can you clarify the selection for the GSA chair; it notes they have to be a member of the board beforehand. So would the board decide from among these elected people who the chair would be? The current chair notes that the board would meet in May, and then in September 1 when the transition plan ends the entire membership takes over.

Ziad made a comment: the power and accountability of a board has numerous advantages and while it may seem scary to people, in general the GSA has typically ran for the personal direction of the GSA executive. If the executives are elected on their popularity then they might not be acting in best interest.

Comment: If this is one of the ways we can instil a best practice initiative in this organization, if this is how things are being run in order for best practices to occur, and then she would vote in favour of it.

Comment: Supports what was just said, and that people may be concerned that the voice of the grad students might be taken away; it's key to note that you're electing this board, and if this is how companies and non-profits are working and clearly it is working for them.

Comment and Question: Many of the reservations people are experiencing are because of the hypotheticals. Would it be helpful to create a mandatory review of the board after the first tenure? If this does work as intended, then the idea of reverting the structure wouldn't work for people.

The Chair responded that in respect to the transition plan when the board gets approved this could be key to add to the minutes that if this is passed there is a commitment to review this. Notes that there will be a review because it is so new need to see if this is working. Chair notes that, as chair there is a commitment to review as well.

Follow up question: Is there a mechanism in place? Chair notes that bylaws enacted with fixed time periods can have chaotic time periods. Chair notes that membership always has the ability

to change bylaws which can happen independently of the board. If at any time council isn't happy they can ask membership to vote on and change this.

Question: What benchmarks, standards, or metrics do we hold the new body to? Are these going to be in review before the summer months? Chair notes that there will be a lot of new policies in place, they have engaged with a consultant to evaluate this before. The board will also be a member of council so there will be updates on the financial reports.

Wanda put forward a motion to call question is not debateable. Brenda seconds. Note that for this to pass the vote requires 2/3 majority. Voting to vote on skipping discussion and going straight to voting.

The motion fails- resume debate.

Ziad: wants to split two motions to divide the questions. The chair notes that this is difficult to do because some motions are intertwined; the chair notes that it would be best to oversee it all.

Question: can we list all of the changes first so that we can shed light on all of the rest of the changes? Chair notes that the board is the most substantial debate and that if it's the will of the room to continue and if not if anyone has articles to divide then otherwise can make a motion on this.

Chair asked for any questions on the board clause itself. There were no additional questions and so the discussion continued onto different amendments.

Next, **Article 7** of the constitution defies council; it includes if anyone is on board they are also on the council to provide cross-pollination. Opened the floor to questions. There were no questions regarding this. In **Article 8**, the Executive committee, there is a striking of VP finance and VP academic from the executive committee because later on they are combined.

Comment: This is a good idea to do this especially with hiring a bookkeeper. And believes hiring a bookkeeper should be a priority right now.

**General Meeting:** clarifying language once per fiscal year once per September and April ( this doesn't have to happen in April could occur in the fall which would better coincide with the new audited financial statements). There is also a note that the Special AGM can be called by council or board.

There are also some changes to method of notice.

Chair asked for any remaining questions on the constitution changes; there were no questions.

**Bylaw changes.** The bylaw changes introduce definitions for the board. The committees of council have been moved to a policies and procedures document. There were no questions on the bylaws.

There are some changes to the duties and languages:

- President shall share executive committee, absences of the executive have to be reported.
- The name of finance is to finance and operations, finally deletion of VP academic.
- There is a name-changing name from Aboriginal to Indigenous Liaison.
- Specifying the meeting location and time is no longer a by-law.
- Removing that VP finance is a signatory on all cheques: changing budget language to facilitate new structure.

Question: Regarding 5.2.3 , since council does not have to approve the budget will the board do this in consultation with council? Chair notes that suppose that if someone passed a budget that bankrupt the organization then the board would be liable.

Chair opened the floor to any other general questions:

Question: I noticed that policy changes can be made by 2/3 of the board. Can you provide examples of what this would look like? The chair notes an example that there should be a monthly income statement given to the board, and the executive should provide this to council. Council could have a policy on how club funding should be distributed; if board gives a budget to council, then council might think of a policy as to how to distribute this financing. Policies might be more day-to-day versus bylaws. The constitution and bylaws must be approved by membership and they are harder to approve.

Question 5.2.2. The budget shall be presented to council prior to the board meeting. If its going to be presented prior to the board meeting is there enough time for feedback? Chair notes that this is the intent of the meeting.

Question: Wan to clarify the role of operations, is to oversee the finance and the commons, and the only thing that changes is the hiring of a bookkeeper? Yes, the chair notes that this will now be in the hands of a professional bookkeeper.

Question: As a former VP finance, bookkeeping was a substantial portion but it wasn't all of it. Will these people be compensated for this for the doubled amount of work? He notes it's a good idea to merge, but will there be increased pay? Ziad noted that they had this discussion to raise the payment especially doubling would not be possible, but there is a proposal to raise their wages. The bookkeeper is going to take 30-35% of the work. They are also planning to hire an event coordinator to take a bit more of this work too.

Additional comment: Adding to Ziad's comment, they had the executives lay out the hours they worked, and make the decision on how many hours they worked and that based on the information given these roles can be manageable. In addition to this, a lot of time is spent on workshops and events and the event coordinator will handle this so that the executive can focus their time on strategy.

Question does It take 2/3 majority for this to pass? Yes



**The question was called, and the motion was carried with 2/3 of the required quorum voting in favour.**

Chair thanks the governance committee for their time.

## **7. OTHER BUSINESS AND ANNOUNCEMENTS**

Ziad is having a formal presentation for the supervisor agreement. This is a protective tool for the grad members.

Sustainability committee is having a sustainability slam from 6-10, so if you have ideas for how to make U of S more sustainable. If you want to sign up then come visit that committee.

Chair's final announcement- the GSA elections are coming up, an e-mail will go out tomorrow and a call for three directors for this summer period as well. If you're interested there will be a meeting this Thursday. Watch your e-mails for nomination forms.

Council adjourned at 6:55pm.