

June Board of Directors Meeting

Date: June 28, 2020

Location: Remote Webex

Chair: Will Giffen

Secretary: Zoey Zhang

Attendance:

A-Soc

Delainey Lindstrom-Humphries - DLH - Present

L. Glofcheskie – LG - (Ex-officio) - Present

Reno Natalizio - RN - Present

Claire Thompson - CT – Present

J Reinstein – JR – Present

Chukwunonso Moneme - CM -Present

Edward Yang – EY - (FEDs) – Present

B-Soc

Ellen McGee - EM

Peter Dye – PD - (Ex-officio) – Present

Peter Dye - PD - Present

Maggie Brewster - MB - Present

Tom Yan – TY - Present

Thomas Dedinsky - TD – Present

1.0 Call to Order

Time: 6:13

2.0 Approval of the Agenda

Motion	Motion to approve the agenda
Mover:	DLH
Second:	RN
Result:	Approved unanimously

3.0 Approval of the May 2020 Minutes

Motion	Approval of May 2020 m
Mover:	CT
Second:	DLH
Abstentions:	
Result:	Approved unanimously

4.0 Good Documentation Practices (for Board)

Discussion:	DLH: Ellen is not here but we can still talk about this CT: This was a motion in the past but why is it now discussion? Have we voted on it in the past are we voting in the future? DLH: Definitely was supposed to be voted in the future. I am not sure if Ellen intended for us to vote today. TD: Last meeting, it was also put in as information, but it was tabled to today, so does this need to be changed in the meeting minutes?
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CT: I know we have this somewhere but to general members, do we see any huge red flags to go over at first? I personally don't see any huge red flags, but I want to see what others think about it

RN: Biggest issue is the appointing chair section. It says the chair must be member of board, but the constitution says that says chair cannot be a director on the board.

DLH: We should definitely consider getting rid of that because of improper overlap/ conflict.

TD: Minor clerical issue in the WUSA councillor section. The section states to refer to the WUSA Engineering Councillor as WUSA Councillor but the section title is not referred to as WUSA councillor

CT: How do we change things in the board procedures?

DLH: Board procedures are boards job. It is board's job to revise the procedures. I would like to start going though and making changes and talk about things I like and don't like. I like the conflict of interest section, but I am not a fan of filling out a document for that. Declaring conflict is important and we are expected to understand if we have conflict, but it may be better to declare conflict as we go. Having a conflict of interest code of conduct on the side seems like an unnecessary overlap.

EY: The current procedure amendments do continue to verbally declare conflict, but the document may be nice to keep people accountable.

RN: I don't think if someone is going to hide conflict of interest, they will show it on paper, and we have minutes as documentation as well.

CT: We might not put the time during or after a meeting to checking those conflicts as there may not be much follow through

JR: If implemented, it would be the chair to do help us keep track of conflicts. I agree with RN if someone is going to hide it, they will hide it earlier on or have integrity to not hide it

Motion	Motion to remove Chapter 2 Section A Point 3
Mover:	TD
Secunder:	RN
Discussion:	
Abstentions:	
Result:	Motion Approved

DLH: We are cutting out this section out and going with people being expected to declare conflict of interest without a form.

LG: Why are we getting rid of conflict form? Good for audit and people reading minutes.

DLH: Conflict should be declared during meetings and if they don't, they probably wouldn't beforehand.

EY: In ECIF in a different part of procedures, the ex officio VP Finances are responsible for presenting ECIF. Nobody else should be making those proposals.

LG: Which point are you talking about?

EY: Section B: Conflict of interest by person presenting minutes for ECIF

LG: I like keeping C.OI. but not on a piece of paper. The VP finance is presenting and chairing the ECIF funds, which is COI if they bring things to ECIF but you can't kick them out because they are the chair.

DLH: Good point. Vp finances can bring stuff to board but it may be best to allow chair to moderate that section and the VP Finance can bring in ecif info. They can still submit a claim.

LG: That is a good solution, but it could make the meeting twice as long. My suggestion would be to not allow the VP Finances to bring bids for ECIF.

EY: Would it be worthwhile to amend it to “have submitted for funding under the Engineering Capital Improvements Fund outside their position?”

LG: We can just include a line, or we can add “cannot bring things as chair.” I would propose we just add a line to the on-term VP Finance not bring things to ECIF.

PD: I agree with Glof, but VP Fin usually get a discretionary fund.

LG: The discretionary fund is not the same thing as ECIF.

DLH: These are out of board procedures and I would leave it to VPF to put forward changes to the documentation.

EY: Regardless of what happens to change lines to have submitted for funding under the ECIF outside of their position as an Executive?

DLH: If Edward motions for this, I would second.

Motion	Amend Chapter 2, Section B 1.b to “have submitted for funding under the ECIF outside of their position as an Executive”
Mover:	EY
Secunder:	DLH
Discussion:	
Abstentions:	
Result:	Passes

TD: I would like to bring up the removal of point 3 in Chapter 5 Section A as it goes against Bylaw I in the constitution.

MB: I would include that chair is a very high position and a bit of inconsistency can be difficult. I don’t know if a point was submitted at JAGM about this. I realize we can’t do this now but think about it.

EY: We should look into this. I agree with Maggy and it includes a bit more accountability without it being just an elected position.

LG: It would be pertinent to bring it up as a constitution amendment to JAGM to allow this.

Motion	Scrap changes to chpt 5 section a point 3
Mover:	DLH
Secunder:	RN
Discussion:	DLH: Providing background: last time we discussed these changes, we realized this year would be the first time in the board term that the chair is being elected when board is. The thing that changed last year was board elected in winter and started in winter. W2019 board started their board term in F2019. The chair position was also a year so it took time to reach the chair at the time’s year term. LG: As of a year and a half ago, chair consistently had chair for only eight months for at least a year and then chairs for four months at a time. We never had a chair for a long period of a

	<p>time and oversee what's going on. As chair, the ability to be able to control room for a long time is important. We should hope to have a chair as consistently for a long time and lasting a whole year.</p> <p>TD: I am double checking the constitution and there is nothing preventing us from having a chair for a year. It would just be changing our procedure.</p> <p>JR: The thing is we are supposed to have a chair for a year, but they can take four months off because coop is a thing, so it is hard to have a whole year chair.</p> <p>EY: If in the past, before the weird shortened year, we still had troubling keeping chairs for a year when nothing has changed prior to transition year,</p> <p>RN: If the chair is around for a full year, we will go to a point where we will have a remote chair and in person meetings.</p> <p>JR: I think it would be too difficult to have a remote chair. That is why we have the ability to have a replacement for the four months.</p> <p>DLH: It might be hard to have a board member chair as it is hard to direct conversation and share your opinion as a member and as chair.</p> <p>JR: As someone who has chaired board in the past, it is not their role to have an opinion but to facilitate opinions.</p> <p>EY: I agree, but they can temporarily step aside and share their opinion.</p> <p>TD: Could we have as part of hiring a chair for a year long? We can ask them if they could be in person for a full year. It might make a candidate more desirable.</p> <p>DLH: We can definitely do that while advertising the chair position. It might be something for board to keep in mind and for the presidents to pass on to their successors. It is currently advertised that you must be present for eight months and it is a 12 month role.</p> <p>EY: Are each of these amendments separate? Are we not still in this motion to scrap changes to chapter 5?</p> <p>RN: Yes.</p> <p>LG: It is not responsible to push this off until the end of the year. We should do this now and then possibly look at it until the end of the year.</p> <p>DLH: We also look at this every year and can make changes if things are not working.</p> <p>TD: Do we value the chair being in person or being chair for 12 months more as they are slightly conflicting values?</p> <p>Strawpoll: In person</p> <p>DLH: I think that anything we do discussing chair should be outside Megan's motion for changes</p>
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	EY: I think it might be more valuable to have chair as member of board so that they will be here for 12 months and being in person
Abstentions:	
Result:	Passed

TD: Chapter 3 Section F uses WUSA Engineering Councillor and then referred to the position as WUSA councillor. I would like to change that for consistency.
 LG: It says here after not here before so it is not wrong.
 TD: It is a clerical change.
 DLH: Chapter Six talks about Committees of Board. There might be other ways to support these changes without making changes to the board.
 LG: There is a lot of procedural changes that might be helpful having these committees. There might be issue having presidents in. I don't know if we will necessarily have six people on board interested in this every year.
 EY: We expect to have a committee for these changes in procedure.
 TD: Does this mean these committees are default running committee?
 DLH: I think it is default on.
 LG: I think it is good to have these and worst case scenario is we remove later.
 TD: We can have this and have membership more flexible. It may not be worth to have the presidents as a part of this.
 DLH: I think we should have the presidents because taking care of governing docs is part of the role and having them in the loop on this committee is important.
 LG: You don't technically need the presidents on board. They do not need to be the one doing the changes and people can bring things without the president looking at it first.
 EY: Delainey does not need to write the changes. She can delegate someone else to write them.
 TD: We could do a possible removal of chpt 5, 1bii. Also is the chair any non-presential board member?
 DLH: I think I means that the chair is the chair of the board.

Motion	Add chpt 6, section A 1.c "the GDRC shall be chaired by the chair of the board"
Mover:	DLH
Secunder:	TD
Discussion:	<p>TY: Would the chair of board chair the committee? JR: The chair of board does not have to be the chair of the committee. DLH: "The committee shall be chaired by a member of the committee who is not a President, the Chair will be elected by the committee at their first meeting." These are friendly changes. TD: The grammar in the comma is strange. Maybe we should change that. We have all these members of the board and at the</p>

	<p>first committee meeting, everyone else will say okay, we will be chair which includes chair of board if they want to be.</p> <p>EY: If the chair is a member of board then they will know policy and understand changes.</p> <p>TD: Does definition of board include chair? Looking at document, the chair is not included as a member of the BOD.</p> <p>JR: If we are making the chair of the board, the chair of the committee we should just do that.</p> <p>DLH: I think that is friendly. "The GDRC shall be chaired by the Chair of Board."</p>
Abstentions:	
Result:	approved

LG: Chapter 4 Section D 4a says board must be a confidential session to enter in camera session. We would have to vote to go into confidential and then vote to go into camera in order to go into camera. I do enjoy the security, but I do not like for us to only be in camera if it is confidential.

TD: If you want the same thing we do in council, we should have that be in one vote.

LG: Going into camera is not necessarily because we stuff recorded about it but being careful what we say when we go into it. For example, when we do ECIF allocations, it is not confidential, but we want to have that conversation more freely

EY: I disagree if we go into camera it should be because we have a strong reason to.

CM: I agree that the formality of conversation can hinder the effectiveness.

Motion	Motion to strike chapter 4 section d 4a
Mover:	DLH
Secunder:	JR
Discussion:	<p>EY: Is in camera is more for private things and committee is Roberts rules?</p> <p>LG: While this is not the most formal thing, we want the documents to reflect how we run these certain situations.</p> <p>CM: While outside, camera is used for confidential information, but having everything in camera to be confidential is very dangerous for us as a student society as we not have secure enough sessions for this. Exactly what was discussed can be shared but information is just summarized. We cannot assume in camera means confidential.</p> <p>JR: I do not think we should only restrict ourselves to confidential sessions as things can go wrong and we should not be limited to that.</p> <p>DLH: This allows us to have more flexibility as a student organization</p>
Motion	Call to question
Mover:	DLH
Secunder:	
Discussion:	

		Abstentions:	
		Result:	approved
	Abstentions:		
	Result:	approved	
Motion passes to add these changes to Megan's original motion			

5.0 COVID Cost Sharing Review

Discussion:	DLH: We talked about last meeting and I will bring a proposal for cost sharing to next meeting. I have a short list, but does anyone want anything on that list or definitely not on list? Currently I have cost with reopening CnD and costs and losses with layoff of staff. MB: Did you talk about rigidware and novelties but I don't know if there are large costs associated with it. LG: We can share novelties' updates but that is also part of the general account.
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6.0 Spending Update

Discussion:	No update at the time
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7.0 Review of the Document of Stances

Discussion:	DLH: Thomas submitted a bunch of changes to the document which were passed on B Soc that need to be approved on A Soc as well. I would hold off on depreciating anything right now on board. LG: Where can I find the document of stances? DLH: The document of stances is on the website without Thomas' changes. LG: Have they been brought to ASoc ever? TD: They were brought to ASoc at JAGM and passed on ASoc but failed on BSoc so the changes were remade at a BSoc council meeting and passed so they need to be re approved by Asoc in the fall.
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8.0 WUSA Update

Discussion:	EY: there was a council meeting almost a month ago where we passed a motion advocating against the use of proctoring software. Nothing else too significant happened. There was some information on welcome boxes being sent to first years and some upper years that opt in.
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9.0 New Business

Discussion:	No new business
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10.0 Adjournment

Motion	Move to adjourn meeting
Mover:	DLH
Secunder:	RN

Result:	Passed
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Adjourned at: 8:12pm