

## Annual General Meeting Minutes

April 13, 2022

### Meeting

Date: April 13, 2022

Time: 4:00 P.M. to 6:10 P.M.

Place: Virtual

**AGM Chair:** Yi Wang, Chair of Board of Directors  
**Board Secretary:** Rita Cherkewski, Corporate Secretary  
**Minutes Taker:** Christy Racho, Office Coordinator



| Time estimate, mins | Agenda  | Action      |
|---------------------|---|-------------|
| 5                   | 1. Call to order, establishing a quorum, rules of order, opening remarks          | Information |
| 5                   | 2. Approval of AGM agenda   | Decision    |
| 5                   | 3. Approval of minutes of the previous AGM*                                       | Decision    |
| 10                  | 4. Call for Director candidates from the floor                                    | Information |
| 20                  | 5. Auditor's report*  | Information |
| 10                  | 6. Seeking auditor request for proposals (RFP)                                    | Decision    |
| 30                  | 7. Elections of new Directors*  | Decision    |
| 10                  | 8. Confirmation of changes to the by-laws*  | Decision    |
| 5                   | 9. Ratification of appointments   | Decision    |
| 5                   | 10. Voting period for the AGM election/BREAK                                      | Decision    |
| 40                  | 11. Reports<br>President<br>Council speaker<br>Chair of the Board<br>GSEF report* | Information |
| 5                   | 12. AGM election results  | Information |
| 10                  | 13. Q&A   | Information |
| 1                   | 14. Meeting adjournment   | Decision    |

\* Documents are attached

\*\**BIRT* means "Be it resolved that"

*Members have the right to vote by proxy. Proxy forms were emailed to the members. For any questions regarding proxies and voting contact the GSA Chief Returning Officer at [gsa-cro@uwaterloo.ca](mailto:gsa-cro@uwaterloo.ca)*

## MINUTES

### 1. Call to Order and Opening Remarks

4:02 PM

*Chair calls the meeting to order at 4:02 and makes land acknowledgement. Corporate secretary confirms quorum. Chair speaks on rules of order and code of conduct noting that votes should be casted via online link.*

### 2. Approval of AGM Agenda

4:04 PM

*Floor opens to questions and comments regarding minutes of 2021 AGM. One member asked for clarification on the Robert's Rules of Motions Chart for the meeting regarding Interruptions and how to acknowledge when/how to do so (using +1). Be it resolved that the AGM agenda is approved.*

### 3. Approval of Minutes from Previous AGM Meeting

4:08 PM

*Be it resolved that minutes of Annual General Meeting April 8, 2021 are approved.*

### 4. Call for Director Candidates from the Floor

4:09 PM

*Chief Returning Officer (CRO) addressed the meeting to explain how to apply to be a Director and that applications must be submitted by 4:55pm today prior to item 10 on the agenda. All members will cast their vote on the main AGM ballot that you have received by email. If there are nominations from the floor, there will be a separate ballot for these candidates.*

*A few members nominated themselves and current directors spoke to the benefits of being a Director for the GSA.*

### 5. Auditor's Report

4:30 PM

*Accountant spoke to the Auditor's report for the fiscal year ending on August 31, 2021, highlighting information from the independent Auditor. Accountant presented briefly on financial statements and changes to GSA fund accounts, noting changes as compared with results in previous years.*

*Note there were still funds that need to be paid out to StudentCare. Impact of Guaranteed Investment Certificates (GICs) that matured in 2021 were noted. Floor opens for questions or comments regarding the Auditor's report. One question was asked about how the Accountant felt*

*about our financial standing, and the Accountant was confident we are in good standing but noted the potential risk of health claims if they need to be paid.*

## **6. Appointment of Auditor**

**4:45 PM**

*Accountant provided brief information on the Auditor's performance and noted that there will be an expected increase in audit fees this year with our current auditor. In response we have created an RFP (Request for Proposal) to be sent out to 5 potential firms for quotes. The expectation will be that the GSA will receive quotes in the next 2-3 weeks and make a decision shortly after that. Floor opened for questions or comments regarding Auditor's re-appointment. Question was asked about GSA departmental fees and the GSA Interim President addressed the question.*

Whereas the recruitment of auditor for GSA-UW is underway,

**BIRT the members approve the GSA-UW to seek an auditor request for proposals (RFP) to maintain the financial health of the GSA-UW,**

**BIRT based on the result of this search, members will vote at a future general meeting to appoint an auditor for the 2022-2023 fiscal year.**

## **7. Election of new Directors**

**4:56 PM**

*Election of up to seven (7) candidates as Directors for the term beginning May 1, 2022 and ending April 30, 2024. Floor opened for questions for director candidates. Each of the candidates were invited to introduce themselves and why they would be good candidates for the Directors positions. Topics discussed were the improvement of social interactions for students to provide community, how the administration implements for the GSA through the board governance. Realize the bylaws, make GSA future-proofed, increase transparency between board, council and staff. Concerns with not enough voices at the table of Directors to make change for the GSA. Ensuring Bylaws are consistent and the program is efficient offering continuity to the student body. Looking to reduce redundancies, training and re-tooling the board, to increase capacity and resources to serve well. Also looking to reduce the number of board members, to help eliminate extra stressors to members and to empower the President as they move into the role.*

*Strengths of candidates are first and foremost recognizing that each other's strengths are different, not being afraid to speak up and making sure everyone has a voice, being able to diffuse conflict, looking to have humanities based thinking, and that we are all in this for the same reason; to help the GSA to make change. Looking to improve relationships between council, board directors & students to improve communication breakdown.*

**8. Confirmation of changes to by-laws**

**5:27 PM**

*Information on changes to by-laws and rationale for proposal was shared. The floor was open for members to ask questions regarding the changes to the by-laws. There was some discussion around new changes to the by-laws and it was suggested that the proposed changes be brought to the Board of Directors to address.*

**BIRT the proposal “Changes to By-law #3 – “Fees” is confirmed. Note there was discussion about adjusting this by-law and the person requesting the change was asked to take this to the next Board meeting.**

**BIRT the proposal “Changes to By-law #4 –“Members and Member Meetings” is confirmed**

**BIRT the proposal “Changes to By-law #6 –Officers of the GSA-UW” was denied.**

**BIRT the proposal “Changes to By-law #7 – Council” is confirmed**

**9. Ratification of the Officer Appointments**

**5:54 PM**

*Information on officer appointments was shared. There was some concern posted by one of the attendees about the Chair of the Board position. It was noted that this was just a confirmation of the positions that were hired since the last AGM.*

**BIRT the Board's appointment of Sara Drisdelle as Chief Returning Officer is ratified.**

**BIRT the Board's appointment of Samira Mehrabi as Chair of the Board is ratified.**

**BIRT the Board's appointment of Rita Cherkewski as Corporate Secretary is ratified.**

**10. Voting period for AGM election**

**6:02 PM**

*Instructions on voting procedures were shared. Members were asked to vote via online survey shared through email. The floor was open for members to ask questions regarding the voting procedures. Chair opened the poll at 6:02 pm and closed the poll at 6:07 pm.*

**11. Reports**

**6:09 PM**

**11.1 President**

**6:09 PM**

*Melo (Interim-President) shared an overview of the GSA department and the political positions, organizational chart, and portfolio and political positions as they are defined by the council. The GSA found growth and transition in our department from 4 to 25 staff members in the last few*

*years. We have hired a new Office Coordinator, Executive Board transition, and most recently an adoption of the Equity Policy. The GSA has participated in the increase to allow student work up to 20 hours/week, funding increases, etc. The current initiatives were reviewed and updated. Melo also discusses advocacy initiatives, GSA partnerships, and updates on new happenings in the GSA including UPass increase, GSA President hiring and onboarding, etc.*

11.2 Council Speaker

6:20 PM

*Hampton (Council Speaker) shared information on work the GSA Board had accomplished since September 2021. The Council Speaker reviewed the GSA Political Positions, and the value of joining Council. The Council had worked to improve TA policies, and supporting students in equity. It was noted the importance of being more adaptable and less rigid and to improve policy for attendance of Council. An update on Funding and the Housing Crisis was noted and the Council's commitment and strategy moving forward to find a better solution. The Council had an exciting plan for the year ahead with the GSA 2023 Strategic plan, continued growth and engagement, and more in-person / hybrid possibilities. The current Council Speaker closed with announcing their successor for the next year (Khan).*

11.3 Chair of the Board

6:29 PM

*Mehrabi (Board Chair) shares information on what the roles of the Board are, as well as work the GSA Board has accomplished since the last update. The Board's efforts were focused on Enhancing Equity, Diversity, and Inclusion at all levels, thorough review of Policies and Bylaws, and monitoring organizational performance. There was an update on Board Committee action in progress, that included the advisory role, President recruitment, review of policies and Bylaws and Board self evaluations.*

11.4 Graduate Student Endowment Fund (GSEF) Report

6:42 PM

*Bustos (GSEF Coordinator) shared their presentation on work GSEF completed since September 2021. Information on the purpose, history and structure of GSEF was also shared. Information was provided on how contribution to GSEF is used to support graduate students through funding support for projects and conferences. Impact of pandemic on project applications was noted as decreased since the pandemic began. Funding contribution of GSEF towards Professional Skills Foundations designed to offer Master's and doctoral student's broad exposure to and experience in career preparation, communication, leadership and personal effectiveness in collaboration with the GSPA. Upcoming changes and initiatives were discussed by the new coordinator, increasing accessibility to student project funding, improvements in GSEF communications and student engagement, and new initiatives and ideas for services to support graduate students.*

*It was asked that all of the presentations be shared publicly to the Board shared Drive.*

**12. AGM election results**

**7:03 PM**

*Chair received results from Board of Directors. 227 ballot submissions were received out of which 222 were valid submissions. CRO shares director elections results and Corporate Secretary shares results for motions. All proposals offered to membership are approved:*

**BIRT the Board's appointment of Mohammad Barkhori to the GSA Board of Directors has received majority vote & is approved.**

**BIRT the Board's appointment of Teghan Barton to the GSA Board of Directors has received majority vote & is approved.**

**BIRT the Board's appointment of Tia Driver to the GSA Board of Directors has received majority vote & is approved.**

**BIRT the Board's appointment of Kaylee Biggart to the GSA Board of Directors has received a majority vote & is approved.**

**BIRT the Board's appointment of Everett Patterson to the GSA Board of Directors has received majority vote & is approved.**

**BIRT the Board's appointment of David Billedeau to the GSA Board of Directors has received majority vote & is approved.**

**BIRT minutes of Annual General Meeting from April 8, 2021 has received majority vote & is approved.**

**BIRT the members approve the GSA-UW to seek an auditor request for proposals (RFP) to maintain the financial health of the GSA-UW,**

**BIRT based on the result of this search, members will vote at a future general meeting to appoint an auditor for the 2022-2023 fiscal year.**

***BIRT the proposal "Changes to By-law #3 – "Fees" is confirmed and approved. Note there was discussion about adjusting this by-law and the person requesting the change was asked to take this to the next Board meeting.***

**BIRT** the proposal “Changes to By-law #4 –“Members and Member Meetings” is confirmed and approved.

**BIRT** the proposal “Changes to By-law #6 –Officers of the GSA-UW” has a majority vote against and was not passed.

**BIRT** the proposal “Changes to By-law #7 – Council” is confirmed and approved.

**BIRT** the Board's appointment of Sara Drisdelle as Chief Returning Officer is ratified.

**BIRT** the Board's appointment of Samira Mehrabi as Chair of the Board is ratified.

**BIRT** the Board's appointment of Rita Cherkewski as Corporate Secretary is ratified.

Formal business of the meeting concluded at 7:07 PM.

**13. Q&A**

**7:07 PM**

*Floor is open for questions from members. No questions or comments are made.*

**14. Meeting Adjournment**

**7:09 PM**