

Graduate Students Association of McMaster University
Annual General Meeting

Monday, July 21, 2014
yamatPhoenix Bar and Grill, Side Room
11:00 a.m. – 12:00 p.m.



inspiring innovation and discovery

MINUTES

Attendees: Talena Rambarran (President), Megan Murphy (VP Administration), Lucia Lee (VP External), Rachel Kelly (VP Services), Jeff Price (CRO), Adhithya Ravichandran (FRC Engineering), Vi Dang (International Student Rep), Frances Lasowski (Past President), Ashley Ravenscroft (Director of Operations), Rita Sigsworth (recorder)

Apologies in advance for any name misspellings:

Evan Johnston, Allen Povric, Nicole DeAlmeida, Kody Moleschi, Stephen Boulton, Christina Petlura, Tim VanBoxtel, Parathy Kandiah, Venu Kurella, Graham Ashby, Donal Finnerty, Randy Bui, Saman Rastgoo Moghadam, Mai Yamamoto, Adriana Nuri deMacado, Charles Burke, Justin Tong, Zeng Cheng, Xiowging Zheng, Yihong Quin, Rui Xu, Yifang Chen, Derek Morin, Alex Hudson, Daniel Amiaag, Zhao Wang, Michel Nowak, Paul Kuyanov, Jason Ackest, David Hagan, Dixon Paez, Anumeet Toor

Regrets: None

Absent: Jack Huang, Stephanie Butler, Hytham Afifi

1.0 Call to Order

Talena Rambarran (GSA President) called the meeting to order at 11:25 a.m.

Welcome and introductions were made. Quorum was established at 11:32 a.m.

Questions and answers regarding the GSA and what services they provide for students were invited while quorum was established. An explanation as to why another AGM was being held was given by Talena Rambarran. The March AGM did not reach quorum and the meeting reverted to a council meeting. At this meeting, we presented an edited and updated version of the bylaws which had fixed many issues and inconsistencies. The new document also detailed a new governance structure which should enhance accountability and the GSA's ability to operate efficiently. While the updated bylaws were passed at the March AGM, they cannot be enacted due to the lack of quorum, which is hindering the GSA from operating efficiently, such as have a functioning Board of Directors. Venu Kurella asked about the difference between council and a board? Talena explained that council is composed of the executive and different representatives from the faculties (FRCs) and surrounds interests of the student body, where the board should make higher-level decision pertaining to the operation of the GSA as an organization.

2.0 Acceptance of the Agenda

Agenda item 9.0 Discussion of Phoenix financials - was moved to the beginning of the meeting in order to keep meeting going while quorum was established

MOTION: To accept agenda, The AGM of The GSA, July 21st 2014.

Moved by: Frances Lasowski

Seconded by: Venu Kurella

Carried unanimously

3.0 Introductions (President, and Vice Presidents) (5 minutes)

Introductions were made at the beginning of the meeting.

4.0 Ratify CRO and VP Internal (5 minutes)

The previous VP Internal (Ming Quan Fu) has stepped down since elections in the spring. There was a call for nominations in June to fill the position. Jack Huang was the only applicant for the position and was voted in at council.

MOTION: To accept Jack Huang in the position of VP Internal for the 2014-2015 year.

Moved by: Frances Lasowski

Seconded by: Venu Kurella

1 opposed

Carried in absentia

5.0 Elections of Directors to the Board of Directors (5 minutes)

Talena Rambarran presented 3 nominees for Board of Directors:

Charles Burke (in attendance) – 2nd year PhD student in Geography

Stephanie Butler (absent) – 3rd year PhD student

Hytham Afifi (absent)

Charles introduced himself and presented skills that he would contribute the position.

Talena read prepared statements from the other two absent nominees.

Jeff Price (Chief Returning Officer) then asked Charles to leave while a vote was taken.

All those present accepted Charles Burke for a seat on the Board of Directors unanimously.

Jeff then asked the members present for a vote on Stephanie Butler's seat on the Board of Directors – all approved except for 7 members abstaining. Stephanie Butler's seat on the Board of Directors has been approved in absentia.

A vote for Hytham Afifi to hold a seat on the Board of Directors was taken. Hytham received 6 votes in favour, 1 opposed and 20 member abstaining. Hytham Afifi's seat on the Board of Directors has been approved in absentia.

A final position that remains outstanding is a Faculty Representative from Social Sciences. A Master's student in Political Science, Anumeet Toor, came forward to nominate herself for the position. She described her experience and the reasons for wanting to take on the role. There are 2 Social Science members present who were eligible to vote. Anumeet was asked to leave while a vote was taken. Anumeet Toor was unanimously accepted to stand on the Faculty Representative Council as part of the Social Sciences faculty.

6.0 Bylaw Amendments (15 minutes)

RESOLUTION- Be it resolved that the following Bylaw changes be approved omnibus:

Summary of Bylaw Changes:

- A) A revised governance structure for GSA in which the Board becomes the primary governing body on behalf of the Members of the Association:

- 6.1 Members – addition of a limited class of Associated Members who are not graduate students so that necessary skill sets may be added to the Board, Article II, s. 1(c)
- 6.2 Council – changed from the governing and legislative authority of the Association to representing the Members to the Board and considering matters involving Members' interests, rights or responsibilities; revised powers and responsibilities; composition revised to exclude Directors (but include Executive Officers); meetings to be held every two months- Art. VI, ss. 1, 2-3, 6, 11.
- 6.3 Board – amended to be responsible for the financial and administrative management of the Association, with revised powers and responsibilities; the Board is set at 13 members, including 5 Executive Officers, 7 Non-Executive Directors who are appointed and 1 Ex-Officio Director (the Chief Returning Officer); the Board shall meet every two months instead of monthly. - Art. VIII, ss. 1, 2-3, 6, 11.
- 6.4 Executive Committee – eliminated as a separate entity - Art. XIII
- B) Other changes:
- 6.5 clarifying General Meetings, including confirming use of proxies and reducing the proxies a Member can hold to one, requisition of meeting provision added, clarifying location and time of meetings, revising the required notice as per the Act, identifying agenda items for Annual Meeting, Art. VIII, s.4,6,9,10.
- 6.6 reinstating discipline and eliminating impeachment - Art.X, s.1, Art.XII,s.14, Art.X, s.11
- 6.7 ratifying election and removal of Executive Officers at General Meeting, Art. XIV, s.7,10,11,12.
- 6.7 staff positions to be approved by the Board instead of Council, Executive and other Officers to advise Board on staffing needs –Art. XVIII, para. a,c.
- 6.8 Amended financial provisions including changing fiscal year to match GSA's financial statements, authorizing borrowing and granting security, adding a signatory, approval of annual budget by General Meeting instead of Council, presentation of auditor's report to General Meeting, extending the indemnity to Directors as well as Executive Officers and employees, adding provisions on record keeping and dissolution –Art. XXI, s.1,2,3,6,7,8,11, 12.
- 6.9 policy proposals shall be made by Members or Directors and approved by Council rather than by General Meeting -Article XXV, s. 2.
- 6.10 extends period in which President shall call a general meeting to approve bylaw changes from 30 days to 12 months - Article XXVII, ss.2-5.
- 6.11 amendments necessary to implement changes across entire Bylaw, wording changes, correcting typographical errors, spelling, punctuation, formatting, spacing, capitalization.
- 6.12 amendments to make the bylaw substantially compliant with the Corporations Act.

Talena gave a brief history on the reasoning behind the changes. There were a lot of contradictions in the previous document. The new document is much more easily understood and works a lot better. Talena went on to explain that the new Bylaw is being presented to the Members as an omnibus resolution because the revised document was prepared as a cohesive whole and is therefore best considered as such. To move through changes to the Bylaw Article by Article risks creating a scenario where approved Articles are not supported by Articles elsewhere in the document. We believe that in approving the proposed resolution, the Members will enable GSA to move forward with a Bylaw that is improved, more easily understood, and enabling for the organization to better perform its work.

A question was raised about community representation positions that have been added to the Directors and why is it needed and what is currently lacking. Talena replied that expertise in law, human resource, business and/or higher education would greatly help the GSA in identifying pitfalls and weaknesses in processes and programs. There are only 3 community representatives and 9 other voting members so there is no real fear of GSA becoming a non-student association. Also community representatives would have to be ratified by the GSA.

There was another question whether the services of the community members would be free. Talena responded that the positions are totally voluntary.

Will there be enough people to fill the positions? Talena responded that there are always people from the community who like to do community service by sitting on boards.

MOTION: To accept Bylaw changes as per the document disseminated, omnibus.

Moved by: Frances Lasowski

Seconded by: Venu Kurella

2 opposed

Carried

7.0 Auditors Report (10 minutes)

Megan Murphy (VP Administration) gave a brief synopsis on the Auditor's report. Megan stated that they were prepared for us in June and July of 2013. The audit is quite compressive, and the overall revenue is \$1.4 million, with a net loss of \$47,000 due to the move and amortization. The position is not as bad as it seems.

MOTION: To approve the Auditors report for the 2012-2013 fiscal year.

Moved by: Megan Murphy

Seconded by: Donal Finnerty

3 abstained

Carried

8.0 Reappointment of KPMG as auditor and auditor fee (5 minutes)

Megan gave a brief history of auditors and the quality of service from KPMG from working with them last year. McMaster University uses KPMG and it helps with continuity of service. A question was raised about auditor's fees. Megan responded that the total fees for both the Phoenix and GSA is \$15,000 - \$20,000 where the GSA is apportioned 40-45% of those fees. A question was raised regarding comparing fees other auditors. Megan noted that the fee is comparable to other auditors.

MOTION: To approve KPMG as the Auditors and fees for the 2013-2014 fiscal year.

Moved by: Megan Murphy

Seconded by: Alex Hudson

1 abstained

Carried

9.0 Presentation of the GSA financials and The Phoenix Bar and Grill (10minutes)
Megan stated that the Phoenix posted a net loss \$90,000 last year from the audit that KPMG completed. The GSA is working to make changes in the Phoenix to ensure they do not continue to lose money. We have recently hired a new manager who has years of restaurant experience and should help get the Phoenix on track. A question came as to what changes were made. Megan responded that besides changes in manager, a closer eye is being taken for cost direction in regards to wages, food and beverages.

10.0 New Business
No new business was presented.

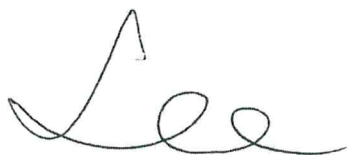
11.0 Adjournment
The meeting was adjourned by at 11:52 am

MOTION: To adjourn the meeting.

Moved by: Frances Lasowski

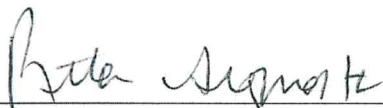
Seconded by: Stephen Boulton

Carried unanimously



Lucia Lee, VP External

Aug July 29, 14
Date



Rita Sigsworth, Recorder (Office Assistant)

2014 07 29
Date