Board of Governors Regular Meeting, June 27th 2021

1) **Attendance:**, Brenda, Jordan, Gregory, Mairead, Aidan, Julia, Elif, Aastha, Cristian, Rahul, George, Bogdan Malcolm, Tuhin, Owen, Thomas
2) **Absence:** Matthew
3) **Opening of the meeting**
   Meeting opened at 10:02 AM
4) **Adoption of the agenda**
   Agenda adopted.
5) **Announcements**
   a) Summer budget review date
      Rahul: I just wanted to propose a date for the summer budget review. I'm not sure if the summer one is done during general board meetings or separate date?
      Brenda: A separate date for all of the budget reviews, usually a weekday.
      Rahul: Could I propose 3 weeks from now, potentially July 16th, a Friday.
      Owen: That can be a placeholder, and we can iron it out in the Slack channel.
      Rahul: We can send out an email with a tentative deadline, and we can always push it.
      Owen: This will be my last board meeting for the summer, on a 2 week rotation in Thunder Bay. I'll be resigning from speaker for the time being, tentatively last time forever. It's been real.
6) **Approval of the minutes of the last meeting**
   Minutes approved.
7) **Actions items from the last meeting**
   Brenda: Coming along.
8) **Presentations**
   There were none.
9) **New Business/Discussion Topics**
   a) Motion RE: Amendments to the Part-Time Employees Bylaw
      Brenda: This was a set of bylaws that was worked on by Fariha, because it was going through big changes got taken over by Aleks, but then because VP Services was dying, it's getting changed to VPSL and the relevant VPs that take over that position. I don't think this bylaw has ever been adopted, but has been presented to the board and met with acceptance. Hoping to have this approved by board, ratified at GA. It's changing the exec in charge to Student Life (mainly), a couple redundancy clauses were removed, and a big section that is covered by a different bylaw was removed.
      Owen: Questions…discussion…voting…
      In favor: Aidan, Malcolm, Rahul, Tuhin, Julia, Aastha, Mairead, George, Gregory, Jordan, Elif
      Majority in favor, motion passes.
   b) Motion RE: Amendments to the EUS Constitution
      Brenda: This one is an amendment to the EUS Constitution, EUS Constitution is legally binding, so McGill can look through that, and we must not violate it. That being said, the constitution states that the EUS can't run a deficit for more than two years; there have been a couple events recently that may have hindered the EUS's ability to run the surplus, because most of our revenue generating sources have been legally shutoff. We wanted to add a clause to allow to an exemption for any year deemed an exceptional circumstance

by the board. We have this in place for some other clauses, we wanted to put this in here since we're likely running a deficit this year.
Owen: Questions…discussion…
Aastha: I think we should send the updated documents to the DPSLL's office every time we update the constitution.
Brenda: You might want to wait until after GA.
Aastha: We'll need to send them something when the audit is done, so whatever's up to date.
Owen: Voting…

In favor: Rahul, Aastha, Aidan, Jordan, Tuhin, Elif, Cristian, Julia, Mairead, George, Malcolm, Gregory, Bogdan

Majority in favor, motion passes

c) Motion RE: Declaration of the 2020 Fiscal Year as an Exceptional Circumstance
Brenda: How convenient. This is part 2 of saving Rahul's butt. We have the amendment in place now, so we wanted to have it documented that 2020 is an exceptional circumstance due to COVID. Specifically from a financial standpoint it did shut down OAP, as well as many of our other revenue generating services. That put a big hit on our money coming in. Wanted to pass this documentation along so we have it in the board records.
Owen: Questions…
Rahul: In terms of the wording, in the accounting software, it's considered the 2021 fiscal year.
Brenda: I will friendly amend myself. Is it for the operational budget for 2020 or 2021?
Rahul: May 2020 to May 2021. 2021 fiscal year makes sure we're talking about the right period.
Owen: Discussion…
George: Let's say later if we want to declare exceptional circumstances, is there a deadline to keep us in line so we don't do it retroactively?
Brenda: That's not something in existence right now, I assume it's on a year by year basis. For the most part, best practice is that we don't really touch anything a year back in our timeframe.
Aidan: The thing about fiscal year has me confused. Which year are we excluding?
Rahul: The 2021 fiscal year, the time period from May 2020 to April 30, 2021.
Aidan: Okay.
Owen: Voting…

In favor: Bogdan, Aidan, Cristian, Rahul, Julia, George, Mairead, Tuhin, Aastha, Jordan, Gregory, Malcolm

d) Motion RE: Amendments to the EUS Constitution and Board of Governors Internal Policy for Executive Term Extension
Brenda: We had brought this up previously to allow execs graduating in the middle of their term to finish their term. We had a working group, added the clause, and added an article in the BoG internal policy. Same structure of Board granting approval, Council ratifying it. We added a list of things that need to be considered for approval.
Owen: Questions…discussion…
Bogdan: Did the EUS Council re-vote on this out of curiosity?
Brenda: No, since EUS Council is not in session. Will likely be brought to EUS Council retroactively.

Malcolm: In the event that council isn't in session, executive committee has power of council, so it might be conflict of interest for execcom to be voting on this.
Aidan: I'm still hesitant to pass this on the same grounds as last time. The factors always change after graduation, it's difficult to judge how people will want to be involved after the graduate. Even though you have this list of conditions, I think it's difficult to judge how much someone will actually want to stay involved after the fact, and could lead to some issues with exec portfolio and EUS culture.
Gregory: To confirm, current policy is that they're asked to resign after completing their term at McGill? This would turn that on its head, is there any ability to make an ad-hoc decision at the point where they will be ending their term at McGill? People don't know their perspective outside university when they're still in university, could create issues. I feel like this should be an ad-hoc case by case thing.
Brenda: That's why it goes though Board and Council approval on a case by case basis, so we can analyze each individual circumstance. The motion doesn't automatically grant an exception, it just grants the ability to grant an exception. If this is something you guys are not into, you can very much vote no. If this motion dies, we like to keep it interesting. Just because someone is trying to pass a motion, it's still very okay to vote no.
Bogdan: Going to add to the concerns, the BoG might have ⅔ majority, but at the end of the day we are not the individual who is trying to continue their term. We don't know how graduating might affect them. Maybe their job is too much and they didn't realize. I don't think making that decision when the person hasn't graduated is possible. Personally, I graduated, thought I was going to be super involved, and at the end of the day you're graduated and you're not part of McGill anymore.
Malcolm: Is EUS council ratification simple majority, also ⅔? I would suggest including that in the writing of the policy.
Brenda: General ratification is ⅔ of council, I think the general practices is 2/3 , but I can friendly amend a ⅔ section in the constitution for council ratification.
Aastha: Just wanted to reiterate that this isn't granting regular member status for someone graduated for a long time, it's for an exec who has been in their position for 8 months who needs to finish off the last 4 months of their term. So our options are replace them or extend status. It's unavoidable to fully determine whether someone will graduate or not at the time of their running. This is a problem that could occur in the future whether we pass this or not.
Bogdan: I'll be a bit more drastic and say that if they have time to fulfill their duties as an EUS exec after they graduate, they have time to transition a new undergraduate, as it is the E**U**S, to be able to council that person. At the same time, it does give a bit more opportunities for students that are currently still students to have positions. A counterargument would be that there isn't that much interest in EUS exec due to the heavy workload.
Malcolm: I would like to remind everyone that this isn't just graduation, this is extension of regular member. This isn't just the instance of someone graduating; it's switching faculties, financial reasons to not be at McGill, it's not just graduation.
Rahul: In the case where it isn't for graduation, that's the case when we should be most confident that they have time same time commitment. To tackle Boggy's point, in the case they do have tons of time to transition a person, I feel like that's a more inefficient way to go about the position. If we don't have interest, like you did mention, we're in a pretty bad

situation. It's hard enough to find someone for a full term, going through a whole election process. If you're advertising a mid-year four month period, we're at risk if we don't have a candidate. If there is noone else, this person is still interested, then we can go with that.
Bogdan: Again, a question. Seeing this be approved through EUS Council, and we're technically not supposed to say yes/no unless it's legal or not, do we have that much say in how this is done? If I'm looking at BoG job in general, it's legit legally. If I vote "no", am I voting no since I think it's not legally right, or if I don't agree with this?
Brenda: The way it was passed in council is different than how it is now, so it would need to be re-passed through council anyway. I agree that it should not be something execs vote on, it should be brought to council in September. If this fails, it'll probably be brought up to council, and we'll look at writing a different motion if council feels this should be implemented.
Bogdan: Thanks.
Owen: Voting…

In favor: Malcolm, Tuhin, Aastha, Rahul, Jordan, Cristian, Elif, Mairead, Gregory
Against: Aidan, Julia, Bogdan, George
Majority in favor, motion passes

Brenda: When you're voting, make sure you're abstaining if there is a potential conflict of interest.

e) Discussion RE: EUS Risk Ledger

Brenda: One thing that the institutional health group has been working on is creating an EUS risk ledger. It'll be governed by the institutional health subcom, with the chair of that subcom giving reports at every other board meeting regarding any changes that may exist within the risks of the EUS. I think it would be a good idea to have a lengthy discussion once or twice a year, similar to onboarding. This is only viewable to execs and board members. Whenever you're updating it, write in what day you updated it, name, and position. Action items tab is for actively managed action items, as risks are broken down into three categories. We have risks for Financial, Legal, and Institutional. We have 1 being low risk, 5 being big risk. There will be a couple statuses, like active, ongoing (not happening actively), dismissed (it's not really a threat), and mitigated. Last reviewed is just a check to make sure these things are being checked on. We have a mitigating items actions list. We also have the exec/Board member to whom the risk is assigned to, and a general portfolio. Any questions so far? We have that for financial, legal, institutional, and we have references if we want to link minutes or anything in the notes. I wanted to go through all of the risks in here, I invite anyone to add more risks that will be vetted by institutional health. So far, financial risks, there might be an issue with CFC and money we might have to allocate to clubs increasing. We have Isabelle leaving the EUS, she's our wonderful accountant. Finally, we have the fact that the EUS is financially reliant on OAP. Any questions/suggested changes for these risks? If anything comes up feel free to add them. In legal risks, we have the insurance risk. I think it's been dealt with, so we can update this now to be more reflective of what this is. Aastha, any updates?
Aastha: I think this is done, but only in terms of DTs. I'll talk about this in my updates a bit.
Mairead: I was going to ask, would there be legal risks to do with the IRP that we would want to include?

Brenda: If you have something in mind, you can edit the doc and add it. The purpose of this doc is for execs and board members to add risks they can think of, and Institutional Health will vet it.
Mairead: Sounds good.
Brenda: For institutional, that is general DT relationships. We also have the VP External not agreeing with the EUS, and voting on their own opinion. That is likely low risk, as we would just impeach them. I feel like removing this as a risk.
Tuhin: Real quick, may I please get a summary of what the issue with with numbers 4 and 5?
Brenda: CFES and QCESO are the Canadian/QC engineering groups. The VP External represents McGill EUS as these congregations, and will vote. Our VP External Anne-Julie brought a motion to suspend enggames at QCESO. For 4, the risk is “oh, the EUS feels like we shouldn’t suspend enggames, but VPX votes yes anyway”. #5 is if something approved at CFES/QCESO opposes the EUS Values. #4 is grounds for impeachment. Not sure if someone not doing their job is a risk we should be really concerned about. I would like to get a second opinion on it.
Cristian: To reply to you Brenda, I think the risk ledger should encompass all risks of all nature, so I don’t think it’s an irreverent risk, but it’s a risk that has minimal impact and a standard mitigation procedure. I would say that we can keep it as a reference.
Brenda: I think that under the purpose of maintaining risks, execs not doing their job (voting based on personal opinions) will be grounds for impeachment.
Aastha: I think we can remove 4 and keep 5.
Brenda: We also have the overall unfilled exec position debacle. A couple comms ones that were thrown in were the loss of wiki credentials. We also have EUS server failure, high exec workload, and lack of documentation on McGill MoA relations. Any thoughts/notes/opinions/things that people want to add?
Aidan: I think it would be better to have a separate tab for edit history, because then you can list the history of edits and more than just the date edited, could include what the edits were. That would be good for documentation and knowledge transfer purposes.
Malcolm: The one thing I think would be important is that this document is know (not necessarily accessible) to other members or position holders of the EUS. I see this as a living document that encompasses a lot of our risks; the more eyes you have on it, the more likely you are to catch something in the works. Thank you.
Brenda: I’ll add this as an action item. Execs, if you could share that with the peeps, I’ll definitely be bringing this as a presentation to council later on.
George: Who would have editing rights for this document?
Brenda: Execs and Board Members. That’s pretty much all I wanted to show you guys. You all have access to it, you can add things whenever you want. It’ll be checked by institutional health once between every 2 board meetings. In busier times of the year, we’ll probably be checking it a little bit more.

10) Reports

a) BoG Committees

i) Finance Subcommittee - Aidan Gerkis

Aidan: We’re doing fine. The products we’re working on, a fee tracking spreadsheet; turns out that already exists, working on updating it. For the committee personal spending guidelines. Onto the last project is the budget relationship project, something mentioned at last budget review was reviewing relationship between BoG and exec com / EUS budget groups, we realized that the relationship shouldn't change, there is not a lot of inherent risk, we realized that adding more of an oversight there would be a detriment. We have decided to work on creating a series of tutorial videos to have easy access, how to budget properly, and how to use the account printouts. That about sums everything up from us for the past 4 weeks. Any questions, concerns?

ii) Institutional Health Subcommittee - Brenda Shen

Brenda: VP Academic looking at EUSF, we're going to start getting some documentation and presentations in place. We're also working on some of the motions that you saw today, the financial extension, exceptional circumstances, and policies/labeling guides. Questions?

iii) Special Projects Subcommittee - Matthew Nohos-Katsaros

Brenda: It's been a bit slow due to turnover, we're doing a lot of briefing and catching people up to speed right now. We have the sticker presentation capital quest that was ready to go, but I got a last minute email from the supplier, expect updates and next meeting. Laptops will hopefully be arriving soon.

iv) OAP - Rahul Atmanathan

Rahul: Gareth produced a nice modular budget to forecast the various versions of OAP we could have. We also started to make some purchases, we're ensuring that there is a full return/cancellation policy as we have yet to hear from Fabrice to give us the complete okay. If he doesn't do that by mid-late July we probably won't have OAP at the beginning of September.

v) Frosh - Aastha Goyal

Yassaman: Basically, to give you a quick rundown, we are officially doing a hybrid format, we have done a bunch of our in person venue bookings, in the city, Jeanne Mance. We are still waiting for EOC to approve all of our events, there is a very small chance we may need to move everything online. I don't know if there's anything specific you want to add on.

Kells: Essentially, planning for that is going assuming a hybrid model; they wanted us to book venues, and we're reserving the spots just in case.

Yassaman: We have leader applications open again, we might have to extend.

Rahul: In terms of venue bookings, how are the cancellation policies?

Yassaman: For now, the only venues we have committed to are the city venues, costs for booking are minimal. If we commit to an external venue, we'll have something in the contract.

Brenda: Something we do is summer budget review; I know with Frosh it can be a bit more extensive. Rahul, if you could loop them in with the summer budget review date. If you guys want to reach out to Aiden and coordinate a time with the finance subcom that would be good.

Yassaman: We have our budget ready, we can arrange that for sure.

Aidan: From what Kells said, it sounded like you were planning on booking external venues before EOC decision. You said you would be careful with contracts, but wondering what the financial risk behind it is.

Yassaman: We are still looking into venues, looking into terms of different contracts. We haven't committed to any crawl stops. We did mark our EOC forms

as urgent, Dean of Students said he would go through urgent ones faster. If we don't have an answer, we will be sure to minimize risks. We are only looking to book one external venue.
Kells: Another thing too, our venues have been open to being flexible with cancellation. That is something we'll look at when we get to the contract phase.
Aidan: Do you have an airball number on worst case losses?
Yassaman: We don't have one right now. I can definitely say under 10k for sure, and if something like that happens, we'll address it within our Frosh budget.
Rahul: We said that the general summer budget review for July 16th, maybe we can review your budget separately and earlier.

b) Chair - Brenda Shen
Brenda: I think that with Owen leaving, we'll need to do a bit of briefing and catching up with the incoming speaker. Cristian let me know when you have that position filled.

c) Senator - George Qiao
George: Not much to report. Transition is still crazy, VPUA and team is very busy.

d) Council - Cristian Ciungu
   i) Niet to report!

Aidan: What's the timeline on getting a new speaker?
Cristian: I already put it in the risk, actually. I think I'll put out an application in the next two days, put in on the job board, pipeline. Otherwise, we could have one of the execs acting as speaker. This is one of the options.
Owen: Usually, the default is if I can't make it, the Board chair will take over, pending if Brenda's okay with doing that. Chaos will not reign.
Aastha: We're recruiting a new speaker now, is it going to be for a full year?
Cristian: The way it works is indefinite hiring, like any employee. We set the duration to indefinite.
Rahul: The new speaker will also be an indefinite term?
Cristian: Yeah, exactly. Actually Owen, in the email you sent to me, you said you would be coming back in Fall. Not sure if that's for the duration of your summer term.
Owen: I'll be working on a 2 week rotation, but I won't be able to be consistently available for meetings. I'll be planning to come back to McGill in the Winter, I'd be happy to reapply.
Cristian: It's a weird situation. I guess we'll see.
Owen: I will miss doing these meetings, they have always been very fun.

e) VP Finance - Rahul Atmanathan
Rahul: Not too much, biggest thing is National Bank sponsorship, we got the contract signed. That is finally set in stone. The other thing, in terms of direct investing, there's a name discrepancy between the name RBC has for us vs what the registrar has. Then, we'll be able to open the account. Nothing else, I think.

f) Executive Committee - Aastha Goyal
Aastha: For exec stuff, VP Academic made a summary of departmental allocations to be used for EUSF restructuring. VPSL, there's a lot going on with DT director, discussing drive solutions, hazardous waste disposal. VPSL, Comms, and Internal are working with indigenous inclusion committee to discuss what we can do to take action about remains of 215 indigenous children that were found. Comms is planning a publications conference with creative director. Rewrite your narrative event I discussed earlier, about Israel-Palestine conflict has been postponed, but is still going to happen. Internal is also

looking at merch and jackets. Events, Ski Trip committee has been selected. Also, our new insurance makes us fill out these waivers. We're trying to figure out a way to integrate that into the signup system.

g) President - Aastha Goyal

Aastha: The office admin hiring process has begun, I'm meeting with the firm that will help us hire this individual next week. We had a few MESC events for incoming students. UA, there were some issues with Pigeon and privacy, we are resolving those. We are also beginning to discuss a podcast for alumni/students. The DT insurance issue has been involved, but we might need to look into a new broker, as our current broker doesn't seem to understand our coverage through McGill or structure as a student society. I think we should look into more solidified ways of securing insurance.

Motion to confidential.

11) Next Meeting

Brenda: July 25th, 2021

12) Closing of the Meeting

Meeting closed at 11:28 AM.