



**University of Toronto Graduate Students' Union
Board of Directors (General Council) Minutes
Wilson Hall – New College Room 1016
Monday December 3, 2018**

Start time – To be determined (Meeting registration will begin immediately following the Annual General Meeting)

1. Meeting Comes to Order at 8:12 PM.
 - a. Equity Statement
 - b. Adoption of Agenda

MOTION: B-93-18. BIRT (Be it resolved that) the UTGSU General Council / Board of Directors adopt the December 2018 Council Meeting Agenda (as presented or amended).

AMMENDMENT to the agenda to include under any other business, to schedule a special membership meeting based the on the motion of the AGM. Moved by Qusa Hassan (Scarborough GSAS), seconded by Adiv Paradise (Astrophysics).

Chaim K. – Wants the room to consider that those interested parties in the Bylaw amendments are no longer in the room may not have sufficient notice to attend a meeting you set.

A: By setting a firm date now we will get maximum outreach from members

Branden R. (Finance) if we do not pass the draft audit by December 18th, we will be in a precarious relationship with the University. The audit must be passed by December 18th or we will risk financially defaulting to the University. Suggests a special membership meeting to receive the audit by the membership.

Evan (Chair): The issue here is when scheduling this meeting, it requires 300 people to meet quorum. Don't think this kind of attendance could be achieved twice; it is possible, but a valid concern.

Chris (Academics 1 & 2): In favour, seems like everyone is hungry to discuss setting this meeting, so let's put it on the agenda.

Emily: Is there any way to receive the audit without a general meeting?

Branden (Finance): Based on my understanding of the bylaw and policies, no. It must be the membership that receives the audit.

Sophie (Academics 3 & 4) – where does it say that 300 is quorum?

Evan (Chair): 3.6.2

Q: Is this the same for emergency meetings?

A: There are only two types of meetings of the membership other than at an AGM. One is the special meeting requiring a quorum of 300. The other is by petition, but requires 1/10th the membership to sign (~2000 individuals)

Sophie (Academics 3 & 4): Does this [receiving the audit report] have to happen at a meeting? Is there another way?

Q: What happens if we default with U of T?

Nusrat (Finance Administrator): It is up to U of T; they can stop the fees that we collect from students, and they would have this right if we default.

Q: Adiv (Astrophysics) – How many members are in the general membership?

A: ~19,000

Adam Hill (OISE) calls the question, seconded by Christopher Ball (Academics 1 & 2 Commissioner). MOTION CARRIES with abstentions.

MOTION: B-93-18. BIRT (Be it resolved that) the UTGSU General Council / Board of Directors adopt the December 2018 Council Meeting Agenda as amended to include under any other business (item 7), based on the motion at the AGM, an item to schedule a special membership meeting. Moved by Adam Hill (OISE), seconded by Henry Ssali (OISE). MOTION B-93-18 CARRIES with abstentions.

c. Roll Call and Introductions

Andy Takagi (The Varsity) and Ann Marie Elpa (The Varsity), were seated at the Chairs discretion with the same understanding as established at the AGM (no recording audio/video, no live tweeting, no photos of those who request not to be photographed).

Other Guests:

Lynne Alexandrova (OISE)

Chaim Kaitz (IBBME) - speak to motion about special meeting

Laura Hoffman (Medical Biophysics) speak to motion about special meeting

Branden would like it noted, even though it was requested that the Varsity not live tweet, they were live tweeting. The chair asked Andy Takagi and Ann Marie Elpa from the Varsity to leave the UTGSU General Council Meeting.

MOTION: B-94-18. BIRT the UTGSU General Council / Board of Directors seats the guests who are GSU members, and grants them speaking rights. Moved by Christopher Ball (Academics 1 & 2 Commissioner), seconded by Zivit Fesler (Physiology). MOTION B-94-18 CARRIES with opposition and abstention.

Q: Can we do anything about the Varsity live tweeting?

A: Not really. Even if we denied them access to future events, barring the press is a bad idea.

Mick (German): In the future, can we ask the press to surrender electronic devices?

Q: Perhaps we can bar the specific individuals who have violated the good faith of the Chair?

Evan (Chair): I will no longer be seating members of the Varsity at my discretion and will leave this decision up to General Council.

Q: Informally we could direct the executive to do something for the next meeting?

Branden (Finance) A: if anyone has seen the latest article about the UTGSU published in the Varsity, even though an individual requested specifically for their image not to be used, (and this request was in the minutes) they chose to present their image anyway, and they also denied that this request had been made in the first place.

Additionally, they published my [Branden's] image in singularity, not a group photo of council, which he did not consent to. The Varsity has also denied Branden the right to remove his image from the online version of the publication.

MOTION: B-95-18. BIRT the UTGSU General Council / Board of Directors direct the Executive Committee to prepare a recommendation with respect to News Media at AGMs and GC Meetings, for the next GC Meeting. Moved by Robert Fujber (Physics), seconded by Kayla Warbuton (OISE). MOTION B-95-18 CARRIES with opposition and abstention. Noted opposition: Justin Patrick (Political Sciences).

d. Approval of Minutes from November 2018 Meeting

MOTION B-96-18. BIRT the UTGSU General Council / Board of Directors approve the November 2018 Council Minutes as presented or amended. Moved by Danielle Alvares (Lab Medicine and Pathobiology), seconded by Sophie (Spanish & Portuguese). MOTION B-96-18 CARRIES with abstentions. Noted abstention: Cristina Jaimungal (External Commissioner)

e. Unfinished Business

2. Reports

- a. Executive Committee Reports
- b. Course Unions

Qusa H. (GSAS): requesting information about the CFS?

Evan (Chair): This will be considered at a later agenda item

c. Standing Committees, Ad-hoc Committees, and Caucuses

Cristina (External): The Race and Ethnicity Caucus is having an event on Dec 15th called Wrecking Ball. If you identify as a racialized individual or ally, this is an open event. Please look for the Facebook Event for details.

Additionally, please look out for a meeting invite for the next Equity and Advocacy Committee meeting in the upcoming digest.

- d. Governing Council, Graduate Education Council, CUPE 3902, USW 1998
- e. Canadian Federation of Students (CFS) Highlights

Cristina (External): three items this month. **One** – freedom of speech policy (U of T) has not updated since 1992. Currently they [CFS] are researching this policy across the province in order to give recommendations to student groups on how to update them [free speech policies]. **Two** – Racialized and Indigenous Student Experience Summit (RISE) conference which occurs in the spring. Alternates between being a provincial or national meeting. Please contact Cristina if you are interested. **Three** – French language Commissioner and University. On Thursday November 15th, The provincial government eliminated the French language commissioner, and stopped the French language University. The francophone Ontario community have mobilized against this cut. There were days of action on December 1st on different campuses, future actions will be communicated at Council and through the digest.

Q: Qusa Hassan (GSAS): how does the bureaucracy works with respect to votes at CFS? Is it only one representative for all three campuses?

Cristina (External) A: We have one vote per local. Even if we send three delegates, we have one vote

Q: Can we increase the number of votes?

A: This is in the constitution/bylaw of CFS and would have to be at their level. This kind of suggestion is welcome. The rationale behind this [one vote per local] is to not disadvantage smaller locals. Cristina extended an open invitation to council to contact her with motions and to get involved in CFS

Q: Pilot for French university fell through on November 15th, the province wide resistance was on December 1st, why didn't we do anything with respect to resistance?

A: this was beyond my capacity at the time, and I take full responsibility. I have been hearing from members however, so going forward I will do my best to communicate all action related to this issue.

Q: Shahin (mechanical engineering): how does CFS charge levies and fees to us? I see that our fees went up, but we have one rep for 19000 students.

A: Cristina (External): I will ask and get back to you

A: Dave (Executive Director): Every member in the country pays the same membership fee. Since we voted at some point in our history, all students will pay a fee to CFS, barring referendum to leave.

Q: Emma (Oise): What services does CFS offer?

Evan (Chair): This is off topic for reports, so please speak with Cristina after.

A: Cristina will give a brief overview – advocacy and lobbying efforts (e.g., post cards, buttons sticker) liaison with the labor unions, ISIC cards. Will provide a more thorough overview of services and resources next meeting.

Q: Lynne – invites Cristina to tell us about the CFS-O and how General Council can participate.

A: Cristina (External): They [CFS meetings] happen twice a year (national), and provincially, every quarter, with some check ins in between. Please email Cristina to get involved at external@utgsu.ca she can help with motions you have that are relevant for the meeting space.

f. Motion to Receive Reports

MOTION: B-97-18. BIRT the UTGSU General Council / Board of Directors receives all reports. Moved by Adam Hill (OISE), seconded by Emma (OISE). MOTION B-97-18 CARRIES with abstentions.

3. Financial Business

a. Information - Audited Financial Statement 2017-2018

Branden R. (Finance) – hopefully you have all had a chance to see the Financial Statements. I was not aware that the statement had not been made available. This would have been in violation of our bylaw and policies. With deep regret, I am truly sorry this occurred. We need to have this passed by the general membership to give to the university by December 18th. May not meet quorum to pass this financial statement at the next special meeting (Requiring quorum of 300)

The best thing I can think of is to receive the financial statement and send this to the University with the endorsement of General Council / Board of Directors. We would present the financial statement at a future meeting of the membership to remain compliant with our bylaws.

Q: Konstanze (Law): Is there a lower quorum requirement, 30% of the members who called?

A: Evan (Chair): This is specifically for a general meetings called by petition of the membership, which requires a petition with signatures from 1/10th of the membership (roughly 2000 individuals). 3.2.2 for signatures. 3.6.2 is the quorum of 300 for special meeting.

Mick (German): Make a recommendation for future AGMs that the financial audit be moved higher up in the agenda items. If we do have a meeting in December, we may have a larger group, and want to avoid folks leaving once their item of interest is dealt with.

Evan (Chair): They will be as high up as possible, and already were as high up as possible on the AGM Agenda.

Collin (Music): There are clearly politics and underlying issues. There are no politics with this [bylaw amendments]? This just needs to pass?

Branden disagrees – this is the most important financial document and testifies to how union finances are being managed.

Sophie – the individuals who came to the AGM who left partway through, didn't come for the audit report.

MOTION:B-98-18. BIRT the UTGSU General Council / Board of Directors receive the 2017-2018 Auditor's Report, with the understanding that the membership will convene at a Special Meeting to receive the audit Report; and BIFRT the Executive Committee in the interim will submit the Audit Report to the University with this approval from the Board of Directors. Moved by Qusa Hassan (Scarborough, GSAS), seconded by Eligh Corchis-Scott

**Qusa (GSAS) – Moves to voting on the draft audit as board of directors to persuade the university to receive the 2017-2018 auditors report, under the understanding that membership will convene at a special meeting and that the Executive submit the audit report to the university.
Eligh Corchis-Scott (aerospace) MOTION CARRIES UNANIMOUSLY.**

Debate:

Qusa (GSAS) – motivation: We all make mistakes, we are all students, we have responsibilities to our Course Unions, can put ourselves in the shoes of the Executive Committee and support the Union through this mistake

Robert F (Physics) Q: should we default, and then pass the audit report later, would we automatically un-default, or would there need to be a reconciliation procedure? Or would we be stuck in some sort of no-man's land with the University?

Branden R (Finance) A: there is no formal procedure once we default. It would be up to them [U of T], once we satisfy their requirements.

Q: What do we know about defaulting [and the consequences]? Who would we talk to and how fast could we get this information.

A: We would talk to the Vice Provost of Students and find a compromise.

Q: How soon?

A: Meeting with them tomorrow at 4PM.

Tanya (Earth Sciences) Q: is holding a meeting 13 days from now unfeasible? I'm sure we could rally our [course union] members to attend this if it will be a short meeting for one issue.

Evan (Chair): Moving this motion is something that shows procedural effort to the University, and provides the Executive the ability to deliver something to them. This would demonstrate effort and support from the UTGSU General Council, at minimum.

Branden R. (Finance) Ideally this is a back-up plan so that the University could potentially accept a draft of the report in the interim, until the membership can receive the audit report.

Ezzat (Chemical Engineering) Q: is there a way to call this special meeting on contingency of the outcome of the meeting tomorrow [with the Vice Provost Students].
 Evan (Chair) A: perhaps not a good idea. We should go after the special meeting one way or another and what we do here tonight will be a back-up plan.

Konstanze (Law) Q: can you say anything about the resources that the Union has with respect to paying Staff, if something doesn't go through and we default?
 Branden (Finance) & Nusrat (Finance Admin) A: we have a restricted fund for this that could run the UTGSU for a couple of months at least.

Branden will repeat the summary from the AGM so that everyone may follow along, as follows:

Pages 1 & 2 of the Auditor's Report

This is the auditor's statement to all graduate students that they have examined the books and have found that 'the financial statements present fairly, in all material respects, the financial position of the Graduate Students' Union, University of Toronto, as at 31 August 2018'. This means the audit was completed successfully without any significant issues.

Page 3, statement of operations and changes in net assets

This is a summary of last year's income expenses, and changes to the UTGSU's funds. The 1st column "Invested in Property & Equipment" shows the changes in value of assets. The 2nd column, "Internally restricted for specific purposes", condenses changes to the designated surplus funds – details of which are found in Note 7 of page 10. The 3rd column, titled "Unrestricted", shows the year-end income and expense figures that correspond to the year-end financial statement as seen in the Budget that was presented at the October 2018 General Council/Board of Directors meeting.

Page 4 – statement of financial position.

This is a snapshot of both what the UTGSU owns, as well as what it owes, as of August 31st, 2018. Assets are what the UTGSU owns, this includes for example:

- All UTGSU monies in the Union's bank accounts
- Prepaid expenses, including expenses paid on behalf of the upcoming year (for example, insurance)
- Property & equipment, such as the net value of computers, building improvements, and equipment (details of which are given Note 5 on page 9)

Turning now to Liabilities and Net Assets

Current Liabilities are what the UTGSU owes. This includes, for example:

- Accounts payable, such as bills owing as of August 31st 2018
- Deferred income, which include revenue we receive as fee installments from U of T in the summer semester that is actually attributed to the September Semester, and thus are part of the 2018 fiscal year. Details are given in Note 6 on page 9

Net assets refer to the UTGSU's equity. This is made up of:

- Investments in property & equipment
- Unrestricted and internally restricted surplus funds (details of which are given in Note 3 on page 7 & 8 as well as on page 10)

Page 5 statement of cash flows

This page specifically deals with cash only, not total assets. It breaks down the flow of cash into and out of the UTGSU over the course of the fiscal year.

Pages 6 to 11 are simply notes that provide further information on several aspects of the overall report and Pages 12 and 13 entitled SCHEDULES TO FINANCIAL STATEMENTS detail an itemized breakdown of the same expenses that are synthesized on page 3 of the report.

Nusrat (Finance Administrator): Usually the audit report has to be received and this needs to be shown to the auditors before the auditors will send the final report. The final report is sent with the minutes (including the motion from the members) to the University.

Ena (EEB): It will impossible to get anyone here for a special meeting from my course union in December.

Q: Eugene: How come salaries and benefits went up \$100,000 from last year.

A: June 6th 2018, there was a settlement paid to a former staff and that is captured in this figure. We also hired a new staff person.

Q: Konstanze (Law): Do the numbers here correspond with the budget?

A: The expenses yes, the only difference, is that our interest income was greater than anticipated. There is usually not a large difference between the budget and audit report, particularly with respect to expenses.

Q: Robert: Auditors report is just to say the numbers we think we spent are the numbers we spent?

A: Yes it is anti-fraud.

Q: Robert: And did they find it was good?

A: Yes

b. Update – Fall Conference Bursary

If you have not received an email by tomorrow re: being successfully awarded a Conference Bursary, you were unsuccessful.

c. Surplus Updates

Restricted funds of the Union - bursaries are dependent on these.

Usually these funds are topped up by transferring surplus funds into the restricted funds. In the next semester, the Executive will come forward with recommendations on where to allocate surplus funds.

d. Donation Requests

None for council. There was one that came through finance committee. \$4200 has been spent so far.

e. (In camera) Update - Legal Expenses

4. Board of Appeals – Report

Patrick, Chair of the Board of Appeal, will give highlights of the report. There was a decision made by the Board of Appeal, and the full decision is included in your package. In sum, the appeal concerned motions adopted by GC to change the Bylaw to reflect the Boycott, Divestments, Sanctions Committee being changed from an ad-hoc committee to a standing committee. Below are the three points that form the basis of the appeal, and the Board's subsequent ruling.

One – the amendments violated policy.

- The Policy & Operations committee, worked on the amendments, and brought them to General Council. There was a question as to whether or not they had quorum. The board found they **Did not have quorum**.
- Irregularities leading up to the vote – the board struggled with this question. It was found that there were no justiciable irregularities, but they did not necessarily find the process perfect. In interpreting its own jurisdiction, the Board of Appeal did not find anything with legal traction in this case.
- Does lack of quorum in Policy & Operations Committee lead to invalidation of the adoption of the amendments. The general council still has power to decide, because there is nothing in Bylaw or policy that limits the means through which amendments can be brought to General Council.

Two – violation of anti-discrimination policy.

- Precedent from the Board of the Appeal. Conflicts between AGM and Policy, there is a division where the policy serves as an interpretive guide, it is not the role of the Board of Appeal to overturn policy. Therefore, GCs choices are not up for the BOA to make recommendations on

Three – violated discriminatory business practices act.

- Precedent that this applies to businesses. The UTGSU is not a business for the purposes of this act. The amendments therefore do not violate this act.

5. Executive Committee

a. Governance – ONCA Compliance

i. Appointment of 'President' and 'Secretary'

The Executive Committee received a letter from the Ontario Government that we are in violation of ONCA and requests that the board appoint an honorary president and secretary to fulfill requirements of ONCA.

President [where it appears in the Bylaw and Policy] is a legacy term, kept on from the previous hierarchical structure. Should have been removed when the UTGSU Executive moved to a flat structure. We were given 30 days to comply or lose our letters patent.

Q: Clarification, we are giving an additional title to an existing commissioner.

A: Yes.

Q: If we appoint someone president, do they also take on the liability associated with it?

A: This is a way of fulfilling our requirements, as to keep our letters patent.

We can pass a motion to recognize two members as president or secretary, but needs to be formalized in Bylaw, so there would be no real liability associated with the title of president.

Q: Emma (Information): What will be the next steps be?

A: It will be a Bylaw amendment.

A: Branden (Finance): ONCA has been a topic for many years, and this is a wake up call. Another option is to file letters patent under a different act that don't require president/secretary

Executive recommends Sam Stead as the honorary President and Maryssa Barras as honorary secretary

MOTION: B-98-18. BIRT the UTGSU General Council / Board of Directors recognize Sam Stead (Governance Commissioner) to act as 'President' of the Corporation as required under Ontario law; and

BIFRT the UTGSU General Council / Board of Directors recognize Maryssa Barras (Executive-at-Large) to act as 'Secretary' of the Corporation as required.

Amendment

BIFRT the Executive lead by the P&O committee take further measure to address the underlying issue. Moved by Konstanze V. Schuetz (Law), seconded by Adiv Paradise (Astronomy & Astrophysics). MOTION B-98-18 CARRIES with opposition and abstention.

Emma Findlay (Information) calls the question. Seconded by Theo (oise?).

MOTION CARRIES with abstentions.

AMMENDED MOTION: BIRT the UTGSU General Council / Board of Directors recognize Sam Stead (University Governance Commissioner) to act as 'President' of the Corporation as required under Ontario law; and

BIFRT the UTGSU General Council / Board of Directors recognize Maryssa Barras (Executive-at-Large) to act as 'Secretary' of the Corporation as required. Moved by Qusa Hassan (GSAS) Alex (UTMAGS); and

BIFRT the Executive lead by the Policy & Operations Committee take further measure to address the underlying issue. Moved by Qusa Hassan (Scarborough GSAS), seconded by Alexander Orazetti (UTMAGS). MOTION CARRIES with abstention. Noted abstentions: Sam Stead (University Governance Commissioner), Maryssa Barras (Executive-at-Large).

Debate

Lynne: Major democratic achievement for the UTGSU to have achieved the flat structure. Will the Executive make available the copy of the letter and address precedence at other unions that are complying with ONCA?

Branden – any individual can make an appointment to see this letter, so please get in touch and we are happy to make this arrangement.
Has insufficient knowledge to address other problems at other Universities with respect to flat structures.

MOTION: B-99-18. BIRT the UTGSU General Council / Board of Directors move directly to item 7. Moved by Sophie McGibbon-Gardner (Academics 3 & 4 Commissioner), seconded by Robert Fujber (Physics). MOTION B-99-18 CARRIES UNANIMOUSLY

6. UTGSU Building Updates – Tabled.
7. Any Other Business
 - a. Special Meeting of the Membership

MOTION: B-100-18 BIRT The UTGSU General Council / Board of Directors direct the Executive Committee to convene a Special Meeting of the Membership, in order to consider and receive the Financial Audit by December 17th. Moved by Qusa Hassan (Scarborough GSAS), seconded by Ezzat Jaroudi (Chemical Engineering). MOTION B-100-18 CARRIES with abstention (1).

Q: We need 300?

A: Yes.

Q: Will we consider the bylaw and policy?

A: This requires 14 days so no.

Q: How many people came tonight?

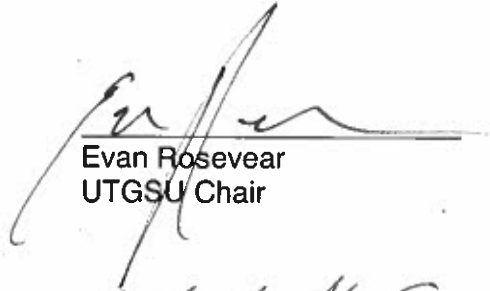
A: Almost 160.

Q: Is there a way to communicate the urgency with respect to attending the meeting? It will be reasonably short.

Q: Robert Fujber (Physics): Can we discuss the other special meetings that is needed?

MOTION: B-101-18. BIRT The UTGSU General Council / Board of Directors consider the AGM resolution regarding the adoption of Bylaw Amendments, at the January General Council Meeting. Moved by Robert Fujber (Physics), seconded by Aris Spourdalaku (Physics). MOTION B-101-18. CARRIES with abstentions.

8. Next Meeting – Monday, January 22nd, 2019 in Medical Sciences Building Room 2170
9. Adjournment – Please join us in the GSU Pub, we will provide soft drinks and snacks. The pub is open for beverages for purchase.



Evan Rosevear
UTGSU Chair



Liz Eng
UTGSU Secretary