UNIVERSITY STUDENTS' COUNCIL BOARD OF DIRECTORS
REGULAR MEETING #1
Meeting Date July 9th 2016
Meeting Location UCC Boardroom

AGENDA

1. Call to Order

2. Disclosures of Conflicts of Interest

3. In-Camera Agenda (if necessary)

4. Changes to and Adoption of Agenda

5. Comments from the Chairperson

6. Approval of Minutes – April 15th 2016 (Appendix 1)

7. Reports Requiring Board Action

   7.01 Executive Discipline and Accountability Policy (Motion 1, Report 1, Appendix 2) – *Isaac Jacobi*
   7.02 Approval of Signing Authority (Motion 2) – *Stephen Franchetto*
   7.03 Approval of the Corporate Calendar (Motion 3, Appendix 3) – *Stephen Franchetto*,
   7.04 Board Committee Terms of Reference (Motion 4, Appendix 4) – *Isaac Jacobi*
   7.05 Committee Ratification (Motion 5) – *Stephen Franchetto*
   7.06 By-Law #1 Amendments, By-Law #4 Repeal, COO Policy (Motion 6, Report 2, Appendix 5, 6) – *Isaac Jacobi*
   7.07 Secretary-Treasurer ratification (Motion 7) – *Stephen Franchetto*

8. Reports For Information and Discussion

   8.01 Report From the President
   8.02 Report From the COO
   8.03 Report From the Secretary-Treasurer
   8.04 New By-Law #1 (Report 3)

9. Inquiries and Other Business

10. Adjournment of Public Meeting

Motions of the Board – July 9th 2016

1. Executive Discipline and Accountability Policy

Whereas, this policy outlines areas and procedure for Executive discipline and accountability,

Whereas, this policy was passed by Council at their March 2016 meeting,

Whereas, the Board plays a large role in the discipline of Executive through its oversight of Human Resources matters,

Be it resolved that The Board also approve the Executive Discipline and Accountability Policy.

2. Approval of Signing Officers

Whereas, The Board of Directors must approve a list of Officers, employees, or other agents authorized to execute documents during the coming fiscal year in relation to signing cheques, bills of exchange, or other orders for the payment of money on behalf of the Corporation.

Be it Resolved that The Board approve the following list for that purpose:

- Eduardo Avila, President and CEO
- Kathy Burns, Chief Operating Officer
- Isaac Jacobi, Secretary-Treasurer
- Carrie Ferguson-Passi, Managing Director of Corporate and Financial Resources
- Vicki Macauley, Senior Manager, Financial Services

3. Approval of the Corporate Calendar

Whereas, The Board meets often throughout the year,

Whereas, Board members are often busy and productive members of the Western and London communities,

Whereas, the Corporate Calendar assists with scheduling by outlining all meetings and deadlines,

Be it resolved that the Board approve the Corporate Calendar.

4. Board Committee terms of Reference

Whereas, The Board of Directors has made use of many committees over the past two years,

Whereas, committees are used to facilitate more in-depth discussion and debate,

Whereas, the Board has many areas that would benefit from a formalized committee structure,

Be it resolved that the Board Approve the Board Committees Terms of Reference.

5. Committee Membership Ratification

Whereas, if the previous vote passed the Board now has formalized committees,

Whereas, Directors have been given descriptions of each Board committee and submitted their committee preferences for the year,

Whereas, these selections must be ratified by the Board,

Be it resolved that the Board approve the membership of its committees as presented.

6. By-Law #1 Amendments, By-Law #4 Repeal, COO Policy

Motion

Whereas, the USC's Board of Directors has employed a General Manager based on the duties outlined in By-Law #4: General Manager Roles and Responsibilities;

Whereas, the Board has retained an HR consultant to complete a review of the General Manager position.

Whereas, on April 8th the Board has approved a plan to replace the General Manager role with a Chief Operating Officer (COO) with different duties and responsibilities;

Whereas, the responsibilities of the COO no longer require a specific By-Law.

Be it resolved that, By-Law #4: General Manager Roles and Responsibilities be repealed.

Be it further resolved that, the Board of Directors maintain a COO Job Description outlining duties and specific projects to be completed, as well as approve the COO Policy.

7. Secretary-Treasurer Ratification

Whereas, the Executive Selection Committee is tasked with selecting the Secretary-Treasurer each year,

Whereas, the Board must ratify the Executive Selection Committee's selection,

Whereas, Isaac Jacobi was selected as the 2016-2017 Secretary-Treasurer,

Be it resolved that the Board ratify Isaac Jacobi as the 2016-2017 Secretary-Treasurer.

Report #1 – Agenda Report for Item 7.01
July 9th 2016

Agenda Report

Past

The policy to ensure Executive accountability or outline Executive discipline procedure was last updated in May of 2007. Since 2007 there have been many changes to the USC structure, rendering this policy severely outdated.

Purpose

The new Executive Accountability and Disciple Policy was passed by Council in March of 2016. Due to the importance of this policy, it now requires Board approval as well.

Looking Forward

This policy shall be reviewed by the Secretary-Treasurer in January 2019, or before as needed, and approved by Council and the Board of Directors.

Report #2 – Agenda Report for Item 7.06
July 9th 2016

Agenda Report

Past

Prior to this year the USC has employed a General Manager (GM) to do a lot of the work that is now under the purview of the Chief Operating Officer (COO). The relationship between the GM and the organization was heavily codified with By-Law #4 General Manager - Roles and Responsibilities. This document was last reviewed in October of 2012 and approved by the Board (at that time the Board was also the Executive) and Council.

Purpose

The proposed COO Policy attempts to properly codify the relationship between the new COO and the USC in policy rather than By-Law. This policy is meant to supplement the COO Roles and Responsibilities document maintained by the Board of Directors, and to provide guidelines for areas not covered such as appointment and vacancy. This policy also works to cement the reporting relationship between the COO and the Board, as well as provide a mechanism for the Board to set the COO's priorities.

Implementing the COO Policy would result in the repeal of By-Law #4, and amendments to By-Law #1, referencing the COO where the GM was previously, and referencing the COO Policy where By-Law #4 was previously referenced.

This change also removes some of the restrictions that the Chief Operating Officer has over her direct reports, requiring Board approval for terminations. This change helps remove the Board from the day-to-day operational tasks of the USC and allows the COO to act as a true leader to her direct reports. Finally, it is important to note that this does not mean the Board will be excluded from any termination discussions that could arise, it simply welcomes a new era of trust and accountability between the Board and their employee.

Looking Forward

This policy shall be reviewed by the Board of Directors in January of 2019, or before as needed.

Report #3 – Agenda Report for By-Law #1 Changes (For Information)
July 9th 2016

Background

The governance reform, colloquially titled "Operation: Overhaul", began in June 2015 and has produced a mass of changes thus far in the academic year. The principles behind the reform and changes in the governance documents are,

- To enhance accessibility and inclusiveness of the USC's governing documents; and,
- To place a new focus on policy and procedure, and less on constant by-law changes.

One of the pillars to creating a new system of documents and structure is to create a new By-law #1: Corporate By-law. The current By-law #1 has been noted as dense, difficult to read, contradictory, inaccessible, and legally confusing and ambiguous. As the core constitution of the organization, the document should be accessible to read and access and contain the most vital of information.

The revision and writing process began in September 2015, and a preliminary legal review was conducted in November and December 2015. Recommendations and areas of concern were presented to the USC Executive. The draft By-law #1 was disclosed to Council at the 25 November 2015 to allow for an opportunity for feedback. Changes and updates were made over the holiday season and in January 2016.

Change and Impact

The old document was 44 pages long (or 45, depending on your version) and contained information that was often found in other policies of the organization. This created unnecessary overlap, and at times, troubling contradiction.

The new document is 16 pages in length and limits the scope of the by-law to the highest scope and principles. It delegates more information to other documents, reducing overlap and confusion, and expanding the opportunity to create more future-friendly policy and procedure. Future students will be able to shape policy – which very seldom requires legal consultation to alter, whereas a corporate by-law requires such consultation on a more regular basis. Policy also requires less of a threshold to change, meaning students will have a greater opportunity to create change within the organization.

The new by-law introduces a host of new documents:

- Definitions Policy,
- Purchasing Policy,
- Executive Officer Accountability and Discipline Policy,
- Investment Policy,
- Operating and Capital Budget Approval Policy and Procedure,
- Board of Directors Committees Terms of Reference,

- Council Composition Policy Procedure,
- Director Accountability and Discipline Procedure, and
- Councillor Accountability and Discipline Procedure.

The proposed effective date of the new by-law is 1 May 2016. This is to ensure all new policies and procedures have several months to ferment within the organization and to allow for the flexibility of further alterations and discussions. In addition, it would be unsuitable to impose a new corporate by-law halfway through the academic year, and fiscal year.