



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	April 6, 2018	Time	2:00pm
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	R. Little	Location	Board Room
Recording Secretary	S. Williams	Call to Order	2:05pm

	Attendees	Regrets
Board	R. Little, A. Lai, A. Li, B. Ream-Neal, S. Jiwani, S. Hong, S. Scott, T. Solebo, M. Pratt	N. Kaur
Management	J. Armour, N. Soave, K. Pacheco, E. McCauley, J. Higgins, A. Bejan, S. Williams	V. Macauley
Guests	-	-
Disclosures of Interest	-	-

3. Changes to and Adoption of the Agenda:

Motion to approve the adoption of the agenda.					
Moved	S. Scott	Second	A.Li	Approved	Unanimous

4. Comments from the Chairperson:

Summer Retreat: July 6, 7, 8 - All should be in attendance.
 Council: Reminder that Board can attend monthly meetings.

5. Approval of Minutes:

Motion to approve the minutes from the March 2, 2018 Board Meeting.					
Moved	A.Lai	Second	B. Ream-Neal	Approved	Unanimous

T. Solebo: COO Contract states Accepted, needs to state Approved. Minutes can be amended.

6. Reports & Presentations:

Item (#)	Presentation
6.1	Report from the President – T. Solebo
	Topics included in report: USC Budget, USC Foundation, 2018/2019 Executive, Mental Health Funding Announcement, Undergraduate Research Funding, Discovery Credits, Project Ovidius, USC/Gazette Relationship.

	For further information, see President's Report.
6.2	Report from the COO – J. Armour
	<p>Topics included in report: Transition, ACUI Conference, Year End Preparation, Onboarding New Staff and Mat Leaves, Operations.</p> <p>For further information, see COO's Report.</p>

Motion to accept CEO & COO reports.					
Moved	S. Scott	Second	A. Lai	Approved	Unanimous

7. Reports from Board Committees:

7.1	Governance	S. Hong
<p>Topics included in report: Compliance Board Agenda Report, Project Ovidius, Board Member Evaluation.</p> <p>R. Little: Goal is to have evaluations on meeting objectives. Evaluations and self evaluations in the coming months, hopefully at summer board meeting.</p> <p>Question (R. Little): When can we expect a Report on Project Ovidius? Answer (E. McCauley): Report on Project Ovidius will be by the next Board meeting.</p> <p>Question (B. Ream-Neal): How do we act on the Board Governing policies? Answer (S. Hong): Will bring to the Governance meeting once we have the evaluations in place. (R. Little): Currently creating evaluations for self-reflection. As we see how this works, it is possible to complete evaluations with an outside consultant.</p> <p>Question (A. Li): Has there been a discussion surrounding confidentiality and transparency of the Evaluation process? Answer: (S. Hong): We are in the process of creating these still, and will be able to answer these questions after our discussion in May.</p> <p>Question (A. Lai): For the Compliance Report, when it says monitoring clauses are put in, is that for the Board's reference to ensure in the future we are in compliance with their policies, or is there someone external making sure it works? Answer (S. Hong): It is for our reference, whenever we make decisions we want to ensure we are in line with our policies. (E. McCauley): It will also help the Board keep the staff accountable because they will be monitoring how we ensure the policy is being upheld. If you read the clause and see that HR is not submitting a report when they should, you know they are not in compliance with that policy.</p> <p>For further information, see Governance Committee Report.</p>		

7.2.	Finance	A. Li
<p>Topics included in report: 3rd Quarterly Report for F2018, Spoke Funding Option, Reserve Funds Policy, The Purple Store.</p> <p>Question (R. Little): Is The Purple Store report coming to Board or Finance Committee? Answer (B. Bram-Neal): Finance Committee, who will then report to the Board.</p> <p>For further information, see Finance Committee Report.</p>		

7.2.1.	Spoke Funding Decision	A. Li			
<p>Be it resolved that the Board of Directors approved the recommendation of the Finance Committee to have the remaining cost of The Spoke renovation up to \$535,000 to come from the USC Reserve Fund.</p>					
Moved	A. Li	Second	B. Ream-Neal	Approved	Unanimous

7.3.	Human Resources	S. Scott
<p>Topics included in report: Staff Engagement Results, HR Committee Terms of Reference, Nominations Committee, Feedback Survey.</p> <p>Question (S. Scott): HR Committee Terms of Reference state that the Chair of the Board should be the Chair of the HR Committee. I would like to ask the Board how we would like to go about this change? Answer (R. Little): Didn't we have a change of reference to this? (J. Higgins): It was changed on the Committee Terms of Reference, not specifically the HR Committee Terms of Reference. (S. Scott): We should have a discussion as to how change the HR Terms of Reference. (R. Little): I think the HR Committee can make that change internally.</p> <p>Question (S. Scott): Does the Nom-Comms function come out of HR Committee, or is it separate? Answer (R. Little): Because it is a Sub-committee of HR, HR Committee can decide this.</p>		

Motion to accept all Board reports.					
Moved	A.Li	Second	S. Jiwani	Approved	Unanimous

8. Confidential Session

Motion to go in camera.					
Time	2:40pm	Return	3:16pm		
Moved	S. Scott	Second	A.Lai		

9. Inquiries and Other Business:

Question (A. Li): Can we task Governance to create Committee attendance policies?

Answer (R. Little): That can be tied into the Board Member Evaluation. (E. McCauley): An amendment to the Board attendance policy. (R. Little): Tasked to Andreea, the Secretary Treasurer).

(J. Higgins): Going forward we will be emailing only the westernusc.ca email addresses, so make sure they are checked. (R. Little): I am now monitoring the bodchair@westernusc.ca account

(T. Solebo): USC Main Office will be implementing our sign in policy. Please sign in if you do not have an office in the main USC area. The policy states to stay with your USC Representative during your stay. (E. McCauley): Exception was made to the Board so you do not have to stay with a staff member when you are in the space.

(J. Armour): Thank you Erin and Tobi for your hard work this past year.

10. Adjournment of Public Meeting:

Motion to adjourn at 3:19pm					
Moved	A.Li	Second	S. Scott	Approved	Unanimous

Action Items:

Item (#)	Description	Owner	Due Date
5	Change COO Contact from Accepted to Approved	J. Higgins	Apr 6, 2018
7.1	Project Ovidius Update	A.Bejan	July 2018
7.2	Purple Store Business Plan submitted to Finance Committee	V. Macauley	July 2018
7.3	HR Committee to update Terms of Reference	S. Scott	July 2018
7.3	Submit Feedback Surveys to HR Committee if not yet completed	S. Scott	July 2018
8	Invite Execs to September Board Meeting	S. Williams	Sept 2018
8	Enter Council meetings in Board's Calendar	S. Williams	Apr 9, 2018
9	Amend the Board attendance policy	A.Bejan	July 2018