



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	July 8, 2018	Time	1:00pm
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	R. Little	Location	Miller Thomson
Recording Secretary	S. Williams	Call to Order	12:59pm

Attendees		Regrets
Board	R. Little, A. Lai, A. Li, B. Ream-Neal, S. Hong, S. Scott, M. Pratt, N. Kaur	S. Jiwani
Management	J. Armour, V. Macauley, N. Soave, K. Pacheco, A. Bejan, S. Williams	-
Guests	T. Hunter	-
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:

No comments

5. Approval of Minutes:

Motion to approve the minutes from the April 6, 2018 Board Meeting.					
Moved	S. Scott	Second	N. Kaur	Approved	Unanimous

6. Confidential Session

Motion to go in camera.					
Time	1:00pm	Return	2:09pm		
Moved	B. Ream-Neal	Second	S. Scott		

7. Reports & Presentations for Information:

Item (#)	Presentation
7.1	USC Executive Report – M. Pratt & J. Armour

	<p>Topics included in report: Transition, Initiatives, Finance Year End, FOCO, HR, Staff Engagement. For further information, view report 7.1. USC Executive Report</p>
7.2	<p>Risk Register – J. Armour</p> <p>Topics included in report: Risk Register. For further information, view Risk Register reports:</p> <ul style="list-style-type: none"> - 7.2.1. Risk Identification Policy - 7.2.2. Risk Identification Procedure - 7.2.3. Risk Assessment - 7.2.4. USC Risk Analysis - 7.2.5. Risk Framework Presentation <p>We will review again in November.</p>
7.3	<p>Staff Engagement Survey Results - J. Armour</p> <p>Topics included in report: Staff Engagement Survey Results For further information, view 7.3. Staff Engagement Survey Results 2018</p> <p>Question, R. Little: Do we have a way of knowing the specific tools that people are lacking? Answer, J. Armour: We have formed the Engagement Working Group which is digging deep to make informed decisions.</p> <p>Question, B.Ream-Neal: Why have we seen a large increase, have their been specific causes? Answer, J. Armour: There were specific comments that we can go into. A lot was an understanding of what was expected of the employee. K. Pacheco: Leadership. Jeff has done a great job of shifting the culture of the company.</p> <p>Question, R. Little: Where did we develop the questions from? Answer, K. Pacheco: Gallup, the same company that does Strengths Finders.</p> <p>Question, A. Lai: Will this survey be conducted on a 2-year basis? Answer, K. Pacheco: The recommendation is to do it every 2-years, however if there is a certain area that requires immediate attention, we will get metrics on those specifically. We will get metrics on training, etc.</p> <p>B.Ream-Neal: How do we plan to get these numbers better? J. Armour: Now that everyone is excited about their jobs, let's get them excited about others' jobs. Know that there options for employees to do what they truly love</p>
7.4	<p>Approval of Exec Reports - K. Pacheco</p> <p>Topics included in report: We have received 4/5 reports. In the past, the Board chair has received the reports. For further information, see 7.4. Internal and Final Reports Procedure.</p> <p>R. Little: Right now, we are acknowledging we have received 4/5 reports.</p>
7.5	<p>Board Legislative Calendar - N. Soave</p> <p>Topics included in report: The Board Legislative Calendar has been created. Are there any concerns about the dates? Unanimous: No. For further information, see 7.5. Board Legislative Calendar 2018-19.</p>

7.6	Project Ovidius Update - A. Bejan
	<p>Topics included in report: Update on Project Ovidius. This is the last report of Project Ovidius you will receive.</p> <p>Discussion, N. Soave: We have people in place to ensure we do not have a biased approach, as this has been an issue in the past. Pillar presented a new governance structure to fill the gaps.</p> <p>R. Little: Thank you for going over the issues with this report. The Board has been frustrated with this project from the beginning.</p> <p>S. Scott: This has been frustrating. We were supposed to receive an update last fall, and there was a lack of transparency. Going forward, we would appreciate more transparency as we were excited to see the results. The original goal of changing policies was very important to the Board.</p> <p>A. Bejan: This is something we have recognized and I hope that this report is successful in showing the good and the bad.</p> <p>Question, R. Little: You mentioned a lot of these issues were brought upon us by the staff, do you feel that Pillar also brought up many issues?</p> <p>Discussion, A. Bejan: That is hard to answer, when I first started I felt it was on the consultants. But after many conversations, it is clear to see that we were dictating to them what to do and paying them to do that. Nick would you like to expand?</p> <p>N. Soave: To be very honest, Pillar was set up for failure with the project. The goal post for what they had to deliver, from month to month, would be moved on them. If I was Pillar, I would not work with the USC again. They were not treated the way a partner should be treated. They were able to identify what had to be done, but the USC would not do it. I do not think anything is wrong with Pillar. The fault was on us.</p> <p>R. Little: I encourage everyone to review the reports and all of the Appendices. If you have further questions, go to me and I will relay to Andreea as required.</p> <p>For further information, see 7.6. Project Ovidius Report.</p>
7.7	Governance Revival Proposal - A. Bejan
	<p>Topics included in report: Governance should be a priority. This is a very different approach to what we have done in the past. We want to prioritize it, and do it right. By having this new name, it will be a completely new project, to better the USC for the future.</p> <p>We are requesting \$20,000 in spending, to prioritize government. Last year we spent about \$16,000 on Project Ovidius to Pillar alone. We have spoke with Pillar and made it clear that we will be completely open to their recommendations.</p> <p>See Report for further detail.</p> <p>Discussion, J. Armour: This should be a priority for us to clean up. The Board is the one body that is working properly. Now we know the issues, the next step is how we are going to fix it and go from there. This time, it is a collaborative approach.</p> <p>M. Pratt: This is for an organizational victory.</p> <p>Question, S. Scott: Does anyone recall what the original price was on Project Ovidius?</p> <p>Answer, A. Bejan: \$16,000.</p>

	<p>Question, S. Scott: As there has already been a year’s work done, why will it be more expensive when we have already collected the data?</p> <p>Answer, A. Bejan: We are thinking it (Pillar) will be closer to \$7,000. The reason for that is, these are working professionals so there is a certain fee attached. Pillar did not get the chance to collect data from Council which is a large issue. We wanted to ensure Council is covered, and also a session where they sit down with Senior Management and mediate through “why does this occur this way”, which we need them to do to avoid bias in the room. There has been work done, however there is a large gap that has not been filled. In my opinion, this is a low price for the amount of work we are doing.</p> <p>Question, S. Scott: Why are we choosing to go back there instead of going another route, based on the information we have collected? Why are we going back to Pillar when it did not work the first time?</p> <p>Discussion, A. Bejan: It did not work the first time because we did not give them the freedom to say what they needed to say. We stopped them from saying the issues. We did collect work, but there is a lot that has not made it on paper or made it to us, because we did not allow them to comment on those items. They should have a full picture of Council.</p> <p>J. Armour: The initial request is for \$20,000, however Pillar is only around \$7,200. The remaining amount would be for extras – i.e. PWC to do a governance audit, or for Trevor to come in and talk to Council, or for legal support.</p> <p>N. Soave: At the final design session, there were 4 councillors there. This was completely one-sided. If Council was involved, this probably would’ve gone another direction.</p> <p>Question, A.Li: Having Pillar go from 60 hours to 30 hours, is this going to effect their work?</p> <p>Answer, A. Bejan: The original proposal was not what we thought would align well for the future. We also offered to take on some of the work – i.e. taking notes (USC Staff can do so), and supplement what we can with our own people. They also lowered the amount, to show us their willingness to work with us again. They will not need as much time as originally thought, as they are familiar with some areas.</p> <p>Question, S. Hong: Is the negative relationship they had with us last time going to effect their work now? Do you see that this is going to be different this year?</p> <p>Discussion, R. Little: I think a lot of issues were that the information was stopped at the Executive level.</p> <p>A. Bejan: I believe the experience will be different this year.</p> <p>Question, A.Lai: Does Pillar feel like this is enough to solve the problems? Or will we require further phases?</p> <p>Discussion, A. Bejan: I have phrased the conversation as this being the final phase. Pillar will likely not be done until next year, and I told them that is okay.</p> <p>For further information, see 7.7 Governance Revival Proposal.</p>
7.8	Board Attendance Policy - A. Bejan
	<p>Topics included in report: Clear policy for Board Members in attending the Board meetings. Having this policy in place will dictate your obligations to the Board.</p> <p>Discussion, T. Hunter: There should be implications to the Directors.</p>

R. Little: There are consequences, the Board Chair can introduce a motion to have that person removed. Are there any other consequences?

T. Hunter: There is not much that you can do, removing them is what you can do. You can publish attendance records. The Gazette, etc. could pick this up. You need clear proof if they are missing meetings. You may want to have a link to an HR policy to the USC, steps to remove someone. There has to be some objective rationale, more than just “2/3s” vote. You should have a “may” and a “threshold”.

K. Pacheco: This would prevent the risk of bias – i.e. the bias of not liking a person

Question, N. Kaur: Are there specific details regarding what is allowed and what is not?

Answer, R. Little: No, it is up to the discretion of the chair.

Question, A.Li: Would the policy be a holder if the Chair missed a meeting?

Answer, R. Little: I think this is included.

Question, S. Scott: Is this for decision? Can we send this to a committee to look at? HR for example – and maybe do a tiered system? If you miss one meeting, you have to have a conversation, etc.

Discussion, R. Little: I think that there are specifics that should be discussed at a committee level. The issue with doing this is that if we defer this, we are not bound to this policy yet, and we will not be until at least October.

A. Bejan: If you would like we can pass this to have it effective now, with a note that we are to review/follow-up on this again soon. This and other policies.

S. Scott: Can we motion to approve this and then an action?

R. Little: Yes. Action item: Governance Committee to review Board Attendance Policy.

For further information, see:

- 7.8.1. Board Attendance Policy Sept 30, 2016
- 7.8.2. Board Attendance Policy July 8, 2018

Motion to accept reports 7.1-7.6					
Moved	N. Kaur	Second	S. Scott	Approved	Unanimous

Motion for 10 minute recess			
Time	3:18pm	Return	3:28pm
Moved	S. Scott	Second	A.Li

Motion to approve report 7.7 Governance Revival Proposal					
Moved	A.Lai	Second	B.Ream-Neal	Approved	Unanimous
BIRT the board approves up to \$20,000 in spending in order to facilitate a long-term governance revamp to align governing bodies to ensure optimization of the organization’s functioning.					

Motion to approve report 7.8 Board Attendance Policy					
Moved	B.Ream-Neal	Second	N. Kaur	Approved	Unanimous
BIRT the board approves the Board Attendance Policy as presented.					

8. Reports from Board Committees:

8.1	Governance	S. Hong
	Topics included in report: Risk Register, Board Legislative Calendar, TOR. For further information, see Governance Committee Report.	

8.2.	Finance	A. Li
Topics included in report: Preliminary 4 th Quarterly Report, TOR, Reserve Funds Policy For further information, see Finance Committee Report.		

8.3.	Human Resources	S. Scott
Topics included in report: There were no items to bring forward and therefore no HR Report.		

Motion to accept all Board reports.					
Moved	S. Scott	Second	A.Lai	Approved	Unanimous

9. Inquiries and Other Business:

9.1.	Election of Vice Chair	R. Little
Chair opened nominations for the Vice Chair position. The following Board members nominated themselves for the position of Vice Chair: A. Li, A. Lai, N. Kaur. The Board received statements from each candidate and asked each candidate questions. By secret ballot, the Board voted A. Lai is the Vice Chair for the 2018-19 year.		

9.2	Honorarium Working Group	S. Scott
The recommendation is for the Board to create a Working Group to consider if the Board Chair should receive an honorarium for completing of the Year-End Report, consisting of B. Ream-Neal, S. Scott, M. Pratt, S. Hong.		

Motion to approve recommendation 9.2 Honorarium Working Group					
Moved	S. Scott	Second	B. Ream-Neal	Approved	Unanimous
BIRT the board approves the recommendation to create a Working Group to consider if the Board Chair should received an honorarium.					

10. Adjournment of Public Meeting:

Motion to adjourn at 4:05pm					
Moved	S.Scott	Second	S.Hong	Approved	Unanimous

Action Items:

Item (#)	Description	Owner	Due Date
7.2.	Present Updated Risk Register	J. Armour	November 2018
7.8.	Governance Committee to review Board Attendance Policy	Governance Committee	September 2018
8.1.	Board to review Risk Register and have another discussion in September	Governance Committee	September 2018
8.1.	Training and Development of Board Members: Should this be Governance or HR Committee	Governance + HR Committees	September 2018
8.1.	Create Board Evaluation	Governance Committee	September 2018
8.1.	Update Governance TOR	J. Armour	September 2018
8.2.	Projected vs. actual numbers for past 5 years, analysis with numerical and percentage differences	J. Armour	September 2018
8.2.	Include values from the year before on balance sheets	J. Armour	September 2018 + Ongoing
8.2.	Reserve Funds: Comparison of interest being received from investments funds as compared to the interest being paid on the with relation to the Mustang Lounge renovation plan	J. Armour	September 2018
8.2.	Management to make a full recommendation on what a reserve funds amount should be for an organization of our nature	J. Armour	September 2018
8.2.	Tasked to management to complete TOR for the following Board meeting such that updates to the USC Board Committee TOR can be made	J. Armour	September 2018
9.1.	Ratify A. Lai as Vice Chair	R. Little	September 2018
9.2.	Update from Working Group: Board Chair Honorarium	S. Scott, M. Pratt, S. Hong, B. Ream-Neal	September 2018