



**BOARD OF DIRECTORS – MEETING MINUTES**

<b>Meeting Date</b>	Nov 2, 2018	<b>Time</b>	2:30pm
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	R. Little	<b>Location</b>	USC Boardroom
<b>Recording Secretary</b>	S. Williams		

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	R. Little, A. Li, S. Hong, S. Scott, N. Kaur, S. Jiwani, A. Lai, E. Rubman	M. Pratt
<b>Management</b>	J. Armour, V. Macauley, K. Pacheco, A. Bejan, S. Williams	N. Soave
<b>Guests</b>	-	-
<b>Disclosures of Interest</b>	-	-

**1. Call to Order: 2:37pm**

**2. Disclosures of Conflicts of Interest**

R. Little, A. Li, A. Lai, N. Kaur, S. Jiwani, E. Rubman have a conflict of interest to item 8.3.

**3. Changes to and Adoption of the Agenda:**

R. Little: We will add 10.1: Appeals Board – A. Bejan

<b>Motion to approve the adoption of the amended agenda.</b>					
<b>Moved</b>	A. Li	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

**4. Comments from the Chairperson:**

Thank you for coming to the USC Resource Fair, we had a great turnout from the Board.

**5. Approval of Minutes:**

<b>Motion to approve the minutes from the October 1, 2018 Board Meeting.</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

**6. Ratify E. Rubman as Director**

<b>Motion to Ratify E. Rubman as Director</b>					
<b>Moved</b>	A. Lai	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

**7. Confidential Session**

<b>Motion to go in camera.</b>			
<b>Time</b>	2:39pm	<b>Return</b>	2:50pm
<b>Moved</b>	A. Li	<b>Second</b>	S. Jiwani

## 8. Reports & Presentations for Information:

Item	Presentation
8.1	USC Executive Report – J. Armour
	<p><i>See Report for full details.</i></p> <p>Question, R. Little: Purple Fest, I saw that in the Gazette the London Police were blaming Purple Fest for the increased presence on Broughdale.</p> <p>J. Armour: The City has struck a task force to try to stop the finger pointing. Any of the brass for the city were there. They agreed that the messaging is ugly, however alternative programming should be involved. It has to be looked at with all stakeholders involved, a comprehensive strategy moving forward. In terms of what it has done for FOCO, I have been part of this for 5 years, and I don't know what the answer is. I do know that behind closed doors, the City is very supportive for what was done for this event. Unfortunately, this is not the perception publicly.</p> <p>A. Bejan: There are a lot of politics involved. The Police &amp; City have a lot of pressure to put this back on Western. They are pressuring Western to use the Student Code of Conduct. Behind closed doors it is very different narrative – i.e. most tickets the police gave out that day were to non-Western students.</p> <p>Question, S. Scott: How does Western administration feel about the involvement the USC had?</p> <p>A. Bejan: We have full support from Western. They believe more communication is essential, they are working on what ways we can attack the situation. One of these ways is alternative programming. Western is very concerned about student safety, where as the City is more so concern about drinking, etc. There are two different goals in consideration.</p> <p>S. Scott: I am just thinking about the reputational risk of the City putting any blame on Western or the USC.</p> <p>A. Bejan: The City wants Western to push the Student Code of Conduct.</p> <p>A. Li: Did they look at what Queens did?</p> <p>J. Armour: They have looked at several schools. What Queens did is destroying the legal system. London's approach is there has to be a push, a pull, some Student Code of Conduct, alternative programming, etc.</p> <p>Question, R. Little: Faculty strike, what sorts of preparations do we have for students?</p> <p>A. Bejan: The USC politically should not interfere with either side. The conversation was brought up at Council, nothing really came of it. It rested as is.</p> <p>J. Armour: I wouldn't expect that we will take a stance any way shape or form. Danny and Mitch are stressing that it is important both sides come to a resolution.</p> <p>K. Pacheco: It is hard to take anything we are hearing right now as truth as it is all a dance right now. Although they are saying a deadline of November 9<sup>th</sup>, there are ways to change this date. There is a lot of media theatrics going on. From the USC perspective, we have to wait and see.</p> <p>Question, A. Li: Is Peggy retiring?</p> <p>J. Armour: Her last day was last Thursday. Us being asked to sit on the hiring advisory panel was a good indicator that they care what we think.</p>
8.2	Governance Revival Committee Update – A. Bejan
	<i>See Report for full details.</i>

	<p>A. Bejan: At this Governance Revival Committee meeting, attendance was good other than the representation from Council, neither Council member attended the meeting. We want to look into how to engage Council.</p> <p>R. Little: I know you gave a presentation to Council on Wednesday, how did that go?</p> <p>A. Bejan: There were no questions from Council on this matter.</p> <p>S. Scott: Were there certain Council members that were supposed to be part of this working group?</p> <p>A. Bejan: Yes, there were two members dedicated to attend. I spoke with them both, the one had another event and the second forgot about the meeting.</p> <p>R. Little: What are the next steps for this project?</p> <p>A. Bejan: Developing the proposed methods: some sort of training, whether it be smaller groups or not is to be determined. We got through most of the administrative policies at Council. The next step is gathering all of the data, seeing if anything pops up there and deciding where to move forward.</p> <p>S. Scott: I am concerned this is similar to Project Ovidius but starting all over again.</p> <p>A. Bejan: We are using our findings from Project Ovidius, however I do not want to make decisions before we have evaluated other avenues.</p> <p>E. Rubman: Project Ovidius was a previous report?</p> <p>A. Bejan: Project Ovidius involved Pillar, they offered an opinion on Governance Revival. I want to keep our Governance Revival separate from Project Ovidius.</p> <p>J. Armour: We are taking this approach from the bottom up to build a healthier system.</p> <p>A. Bejan: One of the recommendations from Project Ovidius was that Bylaw 1 was not working. We are meeting with lawyers second semester to review Bylaw 1.</p> <p>R. Little: Should the Board expect to see more reports?</p> <p>A. Bejan: I will try to provide an update whenever there are major updates to report in this same format. If not at the next Board meeting, it will be at least every other (<i>See action items</i>).</p>
8.3	Verbal Update from Board Chair Honorarium Working Group – S. Hong & S. Scott
	<p>S. Scott: We have been discussing the Board Chair Honorarium. Last year, for the first time the Board Chair received a \$1,000 Honorarium. We wanted to revisit this. The conversation is difficult. Karla came into our last meeting and gave insight as to how the policy passed last year, the legal opinion, etc. We still have not come to a conclusion. We are going to continue meeting – the question we are asking now, is the Board Chair report worth \$1,000?</p> <p>S. Hong: We would like to have another meeting with Tobi present.</p> <p>R. Little: Should we expect a decision or update at the next meeting?</p> <p>S. Scott: A verbal update at minimum (<i>See action items</i>).</p>

<b>Motion to accept all For Information reports.</b>					
<b>Moved</b>	S. Jiwani	<b>Second</b>	A. Lai	<b>Approved</b>	Unanimous

## 9. Reports from Board Committees:

<b>9.1</b>	<b>Governance</b>	<b>S. Hong</b>
<i>See report for full information.</i>		

### **9.1.1 Board Attendance Policy**

S. Hong: We decided to avoid exceptions and have a hard line that at 3 meetings missed, a Director would be removed from the Board. We also mentioned that the 3 meetings would apply to all meetings (Board, Committee, Ad hoc), except Emergency meetings. We also feel that Directors have to be proactive in updating their calendar schedules.

R. Little: An Amendment that should be friendly to everyone: 2.01 Academic year is from April of the current year to March of the following year.

All: Agreed – amendment accepted.

S. Jiwani: We spoke about this being effective moving forward?

R. Little: This is mostly going to have an impact in years to come, starting April 2019. We have to consider what is good for the Board and not for us as individuals. It is bad for the Board to have a Director who is missing meetings. Going into how to judge exceptions gets complicated which is why we have simplified this, remove the judgement about whether it was a good or bad reason and focus on what it would do to the Board.

A. Li: Was lateness discussed?

R. Little: That is not addressed in this policy. We will task Governance Committee to look at what lateness means to meetings (*See action items*).

E. Rubman: My largest concern is the '3 missed meetings'. If someone is on 2 Committees, and misses those meetings and the next Board meeting, let's say for an illness, how would we address this? To retain talent.

S. Hong: This was a discussion last Board meeting. What it came down to was the cost balance analysis. For the purpose of our Board, adding that leniency of discretion could cause further headaches. We thought that the discretions were a slippery slope.

K. Pacheco: Since we have talked, Bill 148 has changed again. We can ask for Doctor's notes again. We could have a clause that pertains to documented medical.

R. Little: What it comes back to, if someone has a documented illness they are still missing the meeting. The reality is we only have 6 actual Board meetings a year. In terms of discretion, we could add a Doctor's note clause, however this way is very clear cut.

K. Pacheco: Doctor's notes will not state what is wrong, we have to accept them. I also want to ask if a replacement Director would be a case by case basis?

R. Little: Yes, we would decide on an individual case if we should replace that member or not.

A. Li: I think that if we clearly show new Board members this Attendance Policy, it will set an expectation. For example, being on two Committees is a lot of work. In addition, I also want to point out the wording of 7.01 is inconsistent from the rest of the document with the word meetings.

R. Little: We can amend 7.01 to say just "Meetings" instead of differentiating between Board meetings and Sub Committee meetings.

All: Agreed.

S. Jiwani: How do we feel about passing this for the next Board cycle?

R. Little: I think we can agree to have this effective the next Board cycle. Do we want to send this back to Governance Committee? Do want to give people who are on more than one Sub-Committee meeting an extra absence?

A. Li: If we have this effective the next Board cycle, we can make this clear to anyone starting out before they sign on.

K. Pacheco: I will add this to the winter retreat curriculum so it is communicated when hiring.

R. Little: We are okay passing this as long as it does not apply until the next Board meeting?

All: Yes.

### **9.1.2 Governance Committee Terms of Reference**

S. Hong: There was concern with the note that within the Committee, the Chair is elected. I wanted to bring this to the Board level to discuss.

S. Jiwani: There should be thought given to this, as the number of Board members is not set in stone.

A. Li: It is something we should look at.

J. Armour: Before your meeting in April, we will need Committee Chairs.

K. Pacheco: We have to keep training in mind, our winter retreat would have to have training for the sub committees.

R. Little: Am I hearing that everyone would rather the Committee Chair be elected from the Board. I personally think that the vote matters more within the Committee. Let's have a vote on how to do this:

*Election internally within the Committee: 2*

*Election at the Board level: 6*

*Action item: Amend 3.0 to state the Committee Chair is elected by the Board*

<b>Motion: BIRT the Board approves the Board Attendance Policy with the amendment made in section 9.1.1 (2.01 and 7.01), passing with the addendum that it will be effective the next Board year, April 1, 2019.</b>					
<b>Moved</b>	S. Jiwani	<b>Second</b>	A. Li	<b>Approved</b>	Unanimous

<b>Motion: BIRT the Board approves the Governance Committee Terms of Reference with the amendment made in section 9.1.2 (3.00).</b>					
<b>Moved</b>	N. Kaur	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous

<b>9.2.</b>	<b>Finance</b>				<b>A.Li</b>
<i>See report for further information.</i>					
A. Li: We recommend the Governance Committee to review the frequency of Committee and Board meetings in the summer months.					
<i>Board approves the recommendation (See action items).</i>					

<b>Motion: BIRT the Board approves the Q1 Quarterly Report for F2019 as recommended by the Finance Committee.</b>					
<b>Moved</b>	A. Li	<b>Second</b>	A. Lai	<b>Approved</b>	Unanimous

<b>9.3.</b>	<b>Human Resources</b>				<b>S. Scott</b>
<i>See report for full detail.</i>					
Question, A. Li: To clarify is the BOCO budget within Board budget?					
K. Pacheco: The BOCO Budget sits within the Development budget.					
Question, N. Kaur: What would the budget increase be used for?					
K. Pacheco: It would go towards logistics, training, etc.					

<b>Motion: BIRT the Board approves the Human Resource Committee’s recommendation to increase spending for BOCO development.</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	A. Li	<b>Approved</b>	Unanimous

<b>Motion to accept all Sub committee reports.</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

**10. Inquiries and Other Business:**

<b>10.1.</b>	<b>Appeals Board</b>				<b>A. Bejan</b>
<p>R. Little: We are reconfiguring what the Appeals Board looks like for USC Elections. Council has approved for the Appeals Board to be moved from Council to Board. I know the Board of Directors has not seen the policy, however there is concern having people in place on the Appeals Board in time for the elections in January. I am going to propose a motion that we allow hiring of the Appeals Board Chair to go forward without us having passed the policy yet.</p> <p>A. Bejan: The appointment process was odd. The main changes were that the hiring would be more Committee focused.</p> <p>R. Little: It will mirror how the elections committee works. The person will be hired before the next Board meeting.</p> <p>A. Bejan: I posted the policy, we can send that to Governance to review and bring forward to the next Board meeting for approval (<i>See action items</i>).</p>					

<b>Motion to allow hiring of the Appeals Board Chair to go forward.</b>					
<b>Moved</b>	A. Li	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous

**11. Adjournment of Public Meeting:**

<b>Motion to adjourn at 4:01pm</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous

**Action Items:**

<b>Item (#)</b>	<b>Description</b>	<b>Owner</b>	<b>Due Date</b>
8.2	Provide updates to Board on Governance Revival as new information is available	Secretary Treasurer	Ongoing
8.3	Verbal update from Board Chair Honorarium Working Group	S. Scott, S. Hong, M. Pratt	November 30, 2018 Board Meeting
9.1.1	Review “punctuality”: How being late will effect your attendance record	Governance Committee	November 30, 2018 Board Meeting
9.2	Review the frequency of Committee and Board meetings in the summer months.	Governance Committee	November 30, 2018 Board Meeting
10.1	Review the Appeals Board Policy & bring forward to Board for approval	Governance Committee	November 30, 2018 Board Meeting