



**BOARD OF DIRECTORS – MEETING MINUTES**

<b>Meeting Date</b>	Nov 30, 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, N. Soave, V. Macauley, K. Pacheco, A. Bejan, S. Williams	-
<b>Guests</b>	-	-

**1. Call to Order:** 2:51pm

**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 7.3.

**3. Changes to and Adoption of the Agenda:** None

**4. Comments from the Chairperson:** R. Little: Thank you everyone for dressing up for the photos.

**5. Approval of Minutes:**

<b>Motion to approve the minutes from the November 2, 2018 Board Meeting.</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

**6. Confidential Session**

<b>Motion to go in camera.</b>			
<b>Time</b>	2:53pm	<b>Return</b>	3:18pm
<b>Moved</b>	A. Li	<b>Second</b>	N. Kaur

**7. Reports & Presentations for Information:**

<b>Item</b>	<b>Presentation</b>
7.1	USC Executive Report – J. Armour & M. Pratt
	<i>See Report for full details.</i>
	Question, R. Little: Has that method of communicating the State of the USC been effective?

	<p>M. Pratt: Yes, and no. I have been debating this myself lately as well. The majority of undergraduate students do not know what we do at the USC. I do believe the State of the USC is effective in terms of accountability. We had almost 100 students in the audience. The hardest part about it is the space. Delivering a speech in the middle of the UCC is difficult. We are working on prioritizing student feedback.</p> <p>Question, R. Little: City FOCO Meeting, can you touch on how this relationship is going? M. Pratt: It is very positive; the Police are now coming to the table. The Joint Task Force is set to develop a solution from every actor – from Western admin, to the students (us), to the City, and the Police.</p> <p>Question, R. Little: Do you have a timeline for when the Board should expect the Risk Register Review? J. Armour: The Risk Register went through the Government Committee, this is the updated version.</p>
7.2	Health Plan (verbal update) – A. Bejan
	<p>A. Bejan: Council voted on an increase to our health and dental plan. This referendum will be a 9% increase to each the health and dental plan. If this referendum does not go through, it will go back to 7% cap on health and will create a 7% cap on dental. If this referendum fails, we have to consider how this is tied to inflation and how the plans themselves would function without an increase. We do have a health reserve so it should be in a safe position for safe sustainability. If the referendum does go through, we would have to decide what increase we would want, up to 9%.</p> <p>Question, R. Little: Does the USC take a position in the referendum? A. Bejan: We cannot take position, however Campus Trust can and will be providing a stance. R. Little: I am concerned about a reputational risk. A. Bejan: Either way, the USC will not be able to endorse either side but will provide information.</p>
7.3	Board Chair Honorarium Working Group (verbal update) – S. Hong, S. Scott, M. Pratt
	<p>S. Scott: We have come to a conclusion; we will be removing the \$1,000 Honorarium for the Board Chair. Our legal opinion was against the Honorarium for the Chair. We also looked at the history and it unfortunately did not go through much review. Was the Report worth \$1,000? We did not have quite enough information regarding this. So we decided to get rid of it. Instead, we will be investing money into training for the Chair, conferences, etc. We did bring Karla and Tobi in as expert opinions.</p> <p>Question. S. Jiwani: Are there are specifics in terms of training or conferences? S. Scott: That is something that the HR Committee will look into.</p>

**Motion to task HR Committee to update the Board Chair Honorarium to \$0 for Annual Report, and invest money instead into training for the Chair.**

<b>Moved</b>	S. Scott	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous
--------------	----------	---------------	---------	-----------------	-----------

**Abstain:** R. Little, A. Li, A. Lai, N. Kaur, S. Jiwani, E. Rubman

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

**8. Reports from Board Committees:**

<b>8.1</b>	<b>Governance</b>	<b>S. Hong</b>
<p><i>See report for full information.</i></p> <p>8.1.1 Risk Register  See the updated Risk Register.  R. Little: This was very thorough, thank you to the staff.  Question, E. Rubman: One of the biggest risks that I understand is deteriorating relationships with Western admin. Is there any kind of contingency place in case relationships do go south, to the extent that they may not levy our fees or rent us our space?  M. Pratt: This is continually prioritized; we are constantly having meetings with Western administration. There have been times in history that the relationship was not as strong, however we make this a priority.  R. Little: Part of the management of this risk is keeping tabs on these relationships. If we witnessed this worsen, we would act quickly.  J. Armour: They would have to have a reason to not collect the fee. The last time they did this was with the Gazette (2006). We created a Publishing Committee to oversee the Gazette. The professional level is beyond just the relationships.</p> <p>8.1.2 Appeals Board Policy: No comments.</p> <p>8.1.3 Attendance Policy  Updated the Attendance policy to include punctuality.  Question, A. Rubman: Are there any consequences to section 4.01 and 5.01, in case a Director does not submit their notice if they are not attending?  R. Little: This is a good comment, not as of now. I am comfortable leaving it as is, trusting that everyone will submit this. They will get an absence if they are not able to make the meeting.</p> <p>-----  Frequency of meetings was reviewed, in particular between March and BOCO. Our idea was to add a meeting in May, most likely teleconference. We also discussed perhaps moving BOCO to a later date in the summer. Lastly, we discussed running on a 6-week cycle instead of Board meetings every month during the school year. We will discuss this further at our next Government Committee meeting.  Question, A. Li: Is there any liability issues in having meetings only every 6 weeks.  N. Soave: It is very common for Board to meet Quarterly even, there is no provincial or federal law governing meeting frequency other than you must have a yearly AGM.  R. Little: We have a calendar coming to the next Board meeting where we will present how it would work. Feel free to speak with S. Hong or I after the meeting or come to the Governance meeting if you would like to discuss this further.</p>		

<b>Motion: BIRT the USC Board of Directors approves the Risk Register.</b>					
<b>Moved</b>	N. Kaur	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous

<b>Motion: BIRT the USC Board of Directors approves the Appeals Board Policy.</b>					
<b>Moved</b>	S. Hong	<b>Second</b>	A. Li	<b>Approved</b>	Unanimous

<b>Motion: BIRT the USC Board of Directors to approves the amended Attendance Policy.</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

<b>8.2.</b>	<b>Finance</b>				<b>A. Li</b>
<i>See report for further information.</i>					
8.2.1 Finance Committee Terms of Reference: No comments.					

<b>Motion: BIRT the USC Board of Directors approves the Finance Committee Terms of Reference.</b>					
<b>Moved</b>	A. Li	<b>Second</b>	E. Rubman	<b>Approved</b>	Unanimous

<b>8.3.</b>	<b>Human Resources</b>				<b>S. Scott</b>
<i>See report for full detail.</i>					
8.3.1 Summary of Memorandum of Settlement ( <i>for information</i> ): No comments.					
8.3.2 Human Resources Committee Terms of Reference: No comments.					
8.3.3 Nominations Committee					
R. Little: Juliana will be on the Nominations Committee from Council, who was on the Nominations Committee this fall.					

<b>Motion: BIRT the USC Board of Directors appoints R. Little &amp; S. Scott to the Nominations Committee</b>					
<b>Moved</b>	M. Pratt	<b>Second</b>	S. Jiwani	<b>Approved</b>	Unanimous

<b>Motion: BIRT the USC Board of approves the Human Resources Committee Terms of Reference.</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous

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

**9. Inquiries and Other Business:** None

**10. Adjournment of Public Meeting: 3:53pm**

<b>Motion to adjourn at</b>					
<b>Moved</b>	S. Jiwani	<b>Second</b>	A. Lai	<b>Approved</b>	Unanimous

**Action Items:**

<b>Item (#)</b>	<b>Description</b>	<b>Owner</b>	<b>Due Date</b>
7.3	Update Board Chair Honorarium to \$0 for Final Report	HR Committee	HR Committee meeting Jan 2019
7.3	Explore training options for Board Chair	HR Committee	HR Committee meeting Jan 2019