



## BOARD OF DIRECTORS – MEETING MINUTES

<b>Meeting Date</b>	July 6, 2019	<b>Time</b>	9:30AM
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	A. Lai	<b>Location</b>	Miller Thomson LLP, Toronto, Ontario
<b>Recording Secretary</b>	J. Higgins	<b>Call to Order</b>	9:57AM

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	A. Lai, N. Bottger-Malaga, A. Li, N. Kaur, M. Matyashin, S. Chavez, S. Jiwani, B. Jalayer	E. Rubman
<b>Management</b>	J. Armour, V. Macauley, N. Soave, D. Hodgins and K. Pacheco	
<b>Guests</b>	N/A	
<b>Disclosures of Interest</b>	N/A	

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

<b>Motion to approve the agenda.</b>					
<b>Moved</b>	B. Jalayer	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

### 4. Comments from the Chairperson:

Thank you to members and staff. I was to encourage efficient engagement with staff and materials, and utilize the time we have, have everything read, etc.

### 5. Approval of Minutes:

<b>Motion to approve the minutes from the April 5, 2019.</b>					
<b>Moved</b>	S. Chavez	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

### 6. Election of Vice Chair:

We are not following the true procedure due to the difficulty of the BOCO cycle. Anyone interested in the position will have the opportunity for a one-minute speech and then questions from the Board. Only one Board member was interested, N. Bottger Malaga.

<b>Motion to ratify N. Bottger Malaga as the Board of Directors Vice Chair.</b>					
<b>Moved</b>	A. Lai	<b>Second</b>	M. Matyashin	<b>Approved</b>	7 – Approve

					1 - Abstain (N. Bottger-Malaga)
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## 7. Reports and Presentations for Information:

7.1.	Executive Report	B. Jalayer
	<p>Our Executive Team is through transition and working very well together – no concerns over team or capacity. We are working with the Registrar very well regarding how the Opt Out will work, and can confirm that they only have one opportunity to opt out. The USC Foundation is working on donor packages, and has received it's first donation. Peer Support MOU with Student Experience has been terminated. Karla and Cecilia are now working on volunteer training and Foundation support. Relationships with Western Admin are strong. Very positive response to Purple Fest – watching the headliner arrest in Sweden situation.</p> <p><u>Questions</u></p> <p>Are we not concerned about A\$AP's arrest? He has not yet been charged and we will not make a decision until all the details have been released.</p> <p>How will you create a relationship with the new members of Western Admin? Linda Hasenfratz, I actually know quite well, I have met her many times through the years. Dr. Shepard is touted as a community builder and that is exactly how he comes across. The UWO and USC President's traditionally meet monthly. I have met all other new members of the team as well.</p> <p>Has Dr. Shepard made any comments on SCI, is he willing to help the USC? Together we discussed how to show the value of what the USC provides, and he has offered his office to help.</p> <p>Did we expect the MOU to be terminated? Yes, we initiated it.</p> <p>Do we have any other MOUs? We are currently signing some with the affiliates and they are extremely similar to ones of the past.</p> <p>How much time to student have to opt out? July 15 to mid September, but when you click on the link the first time, that is the only opportunity to opt out. It is an option along with their tuition payment. The portal is accessible and on Student Centre, it is not a pop out when you log in.</p> <p>The opt out period was chosen by the Registrar? Yes, because it is attached to the fee bill. It has to be open while the fees are open.</p>	

7.2.	Operations Report	J. Armour
	<p>As we split the report a lot of what happens either goes to the subcommittees or exists in what Bardia went over. Much of my report will be discussed in the confidential session.</p> <p><u>Questions</u></p> <p>What should be in the confidential session? J. Armour - Land, labour and law. As well as not disclosing figures in a bargaining situation. I am very aware of that and will use a lot of what is going on in the landscape, not just the USC, but across the province, to achieve a result within our organization.</p>	

With the changes to OHIP+, what are the plans for Campus Trust to deal with that?

D. Hodgins (Campus Trust, Trustee) – OHIP+ is going to increase the cost of drugs in our plan, but we are taking time to see what that looks like. Next year, we are not self funded we are under the insured model. Which means risk is offloaded onto Manulife. We will collect data this year, then move in the future to self funded, when we will be able to make a more informed projection. By using next year on the insured plan we won't have that risk while we assess the situation. We are making our decision for 2 or 3 years from now.

We had a referendum on increases to the Health & Dental Plan, is that going to have any impact on our position with Campus Trust and future funding?

D. Hodgins – No, we are still allowed to raise the fee by 7% every year, so the 2% was not approved. We are still in a good position; it will just take us a little longer to get back to self funded.

There were some concerns with Purple Store financials in our last meeting, what are they doing to move to a more revenue generating model?

J. Armour - The non-revenue generating operations that I was referring to, are the ones that do not bring in revenue, like advocacy or building operations. The Purple Store sits in the middle of that. If we were doing the bus pass or ticketing in there, those areas would net much less zero, than in the Purple Store. It's not so much focusing on the revenue there, but if there are other areas that result in a negative, that we can put into there. If we take an area like the front counter on the 3<sup>rd</sup> floor. Could we transfer that downstairs and use that space differently upstairs? Even though it costs us \$50k or \$60k a year to run that desk upstairs, but we have a desk downstairs that's doing ticketing that isn't finance related. Though it might drive the Purple Store as a venue into a -\$30k, but we are actually net +\$20k. We are taking an expense from somewhere else and moving it in. The SCI has made us take a step back, as it's not about generating more revenue, but how do we offset our expenses and do things a little more efficiently. There are some areas that do generate revenue that are net zero, for example the intern expense.

K. Pacheco – We changed our intern structure around, to provide summer jobs for students, it's the first time we have been able to offer summer jobs. We had to take that risk to qualify for the Canada Summer Jobs Grant, and we received \$25,000 for our internships. It is the same expense we have had before is now covered by the grant, by fitting our structure into the grant.

J. Armour – We maintained the program for interns, but that \$30,000 we would spend on interns in September, we can look at the opt outs and reinvest or save the money, but we haven't lost that experience, we enhanced the experience. I'm extremely proud of the senior managers and Executive, everyone has tightened their belts but we don't want to retreat and just cut everything. That is failing your students if you retreat. We are holding the line and working better and smarter. The Wave and Spoke, no question. The Wave can provide a service but the Spoke is our money maker. The Mustang Lounge is just a space. There is a dial of what the services are used for. At the end of the day, what's our cash flow, are we achieving our mandate and are we at risk here? If we are, where do we do the moves and the cuts to maintain the line. Congratulations to all our senior managers, it has been very hard.

V. Macauley - If you don't know the storytelling behind the numbers, you may look at something as concerning but with context it makes sense.

I really like separating the reports, drawing the lines will help understand the relationship better. Regarding revenue opportunities, the strategy is one of maximizing current streams or will we be creating new streams?

J. Armour – That comes into the tenant strategy. Western has come to the table to have a partnership with space that is ours. We are a blue chip - integrating services that they provide, but with us being a partner instead of landlord. Working with the Execs to put a Bubble Tea concept in the basement, so we could just rent them the space and they make the profit. How do we work closer with them to open up more revenue opportunities? We have space and it is by far one of the busiest buildings on one of the busiest campuses. How do we maximize our relationship with them to get around the lease, so we can have revenue opportunities?

V. Macauley - We had originally proposed to them a cost per square foot for the space they wanted, they came back with something lower than we were happy with. Now we have gone back and done some negotiation, and

offer with a lower rental price in one space and mirror that with a percentage of sales. We have a meeting on July 18th, which will hopefully finalize the agreement.

J. Armour - We have run the numbers and a Bubble Tea place will be great. In 2 or 3 years the WEC will move out as well, we could continue to provide space to western and get a gross number on sales. When you talk about maximize revenue, we are maximizing our revenue to cover other things. Whereas before we were trying to dump costs into revenue centres.

Question - Regarding tenant strategy, have you consulted with the student body on what they would like?

J. Armour - They did last year, and Bubble Tea was not at the top but it was up there. We consult with the Execs and where we go from there is more up to them.

B. Jalayer – The summer is difficult for that kind of consultation. We need to be cognisant that we don't have offers from every corporation, so what we get offered is what we have.

Question - What would the implementation timeline look like?

J. Armour – They would do the renovation at Christmas time, and in place by second semester.

V. Macauley – They would pay occupancy throughout the renovation. They start paying once they get the keys to the space.

**Motion to accept the Executive and Operations Reports.**

<b>Moved</b>	N. Bottger-Malaga	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous
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**8. Reports from Board Committees:**

<b>8.1.</b>	<b>Governance</b>	<b>S. Chavez</b>
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<b>8.1.1.</b>	<b>Recommendation Regarding Vice Chair Policy</b>	<b>S. Chavez</b>
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There are two structures to this discussion, the first being the continuation of teleconference discussion regarding the budgetary election policy. And secondly, whether the committee chair can also run for vice chair and vice versa.

Budgetary Election Policy (teleconference discussion) – The Bylaw One amendments were very basic and points to the procedure for the Chair Elections. We decided that the Speaker of Council would act as the interim chair between the AGM and Election, so the Speaker would oversee the election of the Chair with the DRO and CRO there for verification.

The Rules of Procedure were codifying 2.0 and 3.0. Section 2.0. indicates how to fill a vacancy in the officer positions. For Chair and Vice Chair it is an election. For the Recording Officer, it is a staff decision. For the Secretary Treasurer, it is another procedure to be ratified by the Board. Section 3.0 had us codify the procedures for the elections, and it follows what we did this year. There will be a one week nomination period. Candidacy letters will be submitted and reviewed by the Directors. We can ask questions ahead, or at the election meeting.

There was a discussion regarding when the Vice Chair election should occur. We kept the wording as before with the deadline for election being October 31 every year. It sets a deadline, but allows flexibility in terms of summer scheduling.

Section 8 was codifying the existence of Committees. The Board can create a Committee whenever it wants, and outlined a general election procedure for the chairpersons. Through precedent, they would follow the same procedure that is in place for the Chair and Vice Chair.

Question – Why was the first item scratched out?

S. Chavez – It was removed because it was redundant, as the same item discussed at the bottom.

**Motion to approve the changes made to the Board Rules of Procedure.**

<b>Moved</b>	S. Chavez	<b>Second</b>	M. Matyashin	<b>Approved</b>	Unanimous
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<b>8.2.</b>	<b>Finance</b>	<b>A. Li</b>
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<b>8.2.1.</b>	<b>Financial Update</b>	<b>A. Li</b>
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The April statements have been provided, but any others would be premature prior to audit. Overall, things look pretty good. There are a lot of variances that may seem weird at first glance, but when put in context they are not alarming. Accounts Payable had a huge variance between cash statements and investments; this was due to the transfer approved last year by the Board for the Spoke renovation payment. We saw that carried through, we saw how liabilities change, we saw how investments decreased by millions, so on face value it looks kind of scary, but it will work out this year. The Spoke and Western Film are in a good position, but the Wave could be better but things can change in May.

Questions - The \$27,000 under Executive Portfolios, where did that come from and why is there nothing budgeted?

It represents a surplus due to a higher orientation fee, with no offsetting expenses. There is an orientation budget, but it was not entered into the software system and therefore not reflected in the statements.

**Motion to accept the Financial Report.**

<b>Moved</b>	A. Li	<b>Second</b>	N. Bottger-Magala	<b>Approved</b>	Unanimous
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<b>8.3.</b>	<b>Human Resources</b>	<b>S. Jiwani</b>
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<b>8.3.1.</b>	<b>Board Evaluation Feedback</b>	<b>S. Jiwani</b>
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At this time, if you had a chance to read the document, and you have no issues, then we can approve the changes as they have been colour coded. After I will make the final adjustments and we can move forward. If anyone does have further issues or wants to provide feedback, it can be brought back to the next meeting. Technically, because we want to be able to compare our last survey and this survey, we wouldn't actually remove questions, we would only add and therefore make sure the questions we asked previously and can be compared to the next survey, like a phased approach.

Question - Were all the questions presented at once or in blocks?

K. Pacheco - We used Survey Monkey: one prompt, rate it, then next question.

Question - Is everyone good to replace question two with wording that states that directors accurately understand the mission and purpose and act in the best interest of the of the USC?  
 Board – Yes, everyone is good with that.

**Motion to approve the amended Board Evaluation Feedback form.**

<b>Moved</b>	S. Jiwani	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous
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**Motion to accept the HR Report.**

<b>Moved</b>	S. Jiwani	<b>Second</b>	S. Chavez	<b>Approved</b>	Unanimous
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**9. For Discussion:**

<b>9.1.</b>	<b>Director Term Length</b>	<b>A. Lai</b>
<p>As we know it was brought up for discussion whether we should extend a director term length on the Board. This discussion was held at Governance and HR, and now to staff. This is now a decision that has to be made by the Board. It would not be appropriate for the decision to be made by the staff. If we did make a change this would be the Board making a motion to take the Board Terms to Council for approval.</p> <p>Discussion surrounded whether or not it would be in the best interest of the Board to offer an extended term length policy, or to leave procedure as it stands with an exception to the rule being offered when necessary.</p> <p>The concern is in regards to absent members and turnover. Offering a longer term could provide the confidence that a seasoned Board member is always available.</p> <p>The benefit to the current 1 and 2-year term length allows for new Board members and new opinions. The Exec turn over yearly. If we would like to provide as many students as possible the opportunity to sit on the board it should stay to two years.</p>		

**Motion to approve the support staff recommendation that the Board of Directors take no action to increase length of Board terms.**

<b>Moved</b>	B. Jalayer	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	7 – Approve 1 – Oppose
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**10. For Decision:**

<b>10.1.</b>	<b>Board Chair &amp; Committee Elections/ Tony's Replacement</b>	<b>A. Lai</b>
<p>Tony's studentship at Western will be finished in October. This discussion has been in place since applications began in September.</p> <p>Questions            Until we decide who the new Finance Chair is, could Anthony stay on?            A. Lai - I will step in as the interim Finance Chair and voting member on the committee, when Anthony steps down. The new board member that is hired in September/October will serve on the Finance Committee, and once there are 3 members again we will vote on a new chair.</p>		

Is HR hiring this position?

K. Pacheco – We hired Eran off cycle last year as well. Training was a challenge, but we provided an online module, and ran the Nom Com process as usual. We recruited him at the Volunteer Fair.

Are we using any other outreach methods?

K. Pacheco - We posted and promoted it like we do all other internal positions, but the Volunteer Fair was nice because you could actually discuss it one on one. Those conversations converted to applications once students understood what it was.

Would it be worth partnering with student organizations that might match what we are looking for?

N. Kaur – We got a really good response last year, so I am not worried.

K. Pacheco – If anyone can attend the Volunteer Fair, the students would much rather speak with you than with me. It's about the makeup to match the need, so someone with financial literacy and the ability to serve a 1.5-year term will be required.

A. Lai – I propose that Tony resign as Finance Chair effective immediately, ratify myself as the Finance Chair to ensure there is no gap. Tony will remain a Director on the Board until he leaves in October, or we replace his position.

A. Li - I tender my resignation as Chairman of the Finance Committee, effective immediately.

A. Lai - I tender my nomination as interim Chair of the Finance Committee. The first board meeting that we have a full Finance Committee with the new member is when we will have another election.

**Motion to ratify A. Lai as the Finance Committee Chair.**

<b>Moved</b>	A. Li	<b>Second</b>	S. Jiwani	<b>Approved</b>	7 – Approve 1 – Abstain (A. Lai)
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**10.2.**

**Risk Register**

**J. Armour**

How is it decided which risk receives the most attention at any given time?

J. Armour - We assess each risk continually, as each Senior Manager monitors the risks within their silo. We must manage all the oars to make sure we don't go too far left or right. The balance is what is a unique thing about our organization. To each Senior Manager the risk may be important to the livelihood of their department, but in the grand scheme it's not the *most* important. As a director you are in your right to tell me to prioritize, and we will figure it out.

Should we be looking into this and prioritizing ourselves?

J. Armour - Within the Risk Register document there are categories of risk; there is Organization Risk, and then each department has their risks as well. The Board should be aware of everything, but the risks within the Organization Risk category are what is the most important and could be the end of the organization. These are the risks that need to be prioritized by the Board. By having this conversation, you have done your job as a director.

When looking at the post secondary sector regulations, if we were ever to not serve as the president of OUSA would this affect the mitigation plan at all? Would we have been as prepared for SCI if we were not the president of OUSA?

N. Soave - The likelihood is low, but if we weren't President the information flow may not be as good, but the Alumni network we have been building insulates us a lot. If we were out of the OUSA role, we would still have access to the government and get that information just as quickly.

<b>Motion to accept the June 2019 Risk Register.</b>					
<b>Moved</b>	N. Kaur	<b>Second</b>	M. Matyashin	<b>Approved</b>	Unanimous

<b>Motion to take a 10 minute recess.</b>					
<b>Moved</b>	N. Bottger-Magala	<b>Second</b>	B. Jalayer	<b>Approved</b>	Unanimous

### 11. Confidential Session

<b>Motion to go in camera.</b>					
<b>Time</b>	12:01PM	<b>Return</b>	1:28PM		
<b>Moved</b>	B. Jalayer	<b>Second</b>	A. Li		

### 12. Inquiries and Other Business:

<b>12.1</b>	<b>Secretary Treasurer Ratification</b>	<b>B. Jalayer</b>			
<b>Motion to ratify Declan Hodgins as the USC Secretary Treasurer.</b>					
<b>Moved</b>	B. Jalayer	<b>Second</b>	A. Li	<b>Approved</b>	Unanimous

**Motion to recess until following the Financial Literacy discussion.**

**Call back to order at 2:34PM.**

### 13. Adjournment of Public Meeting:

<b>Motion to adjourn at 2:37PM</b>					
<b>Moved</b>	B. Jalayer	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

### Action Items:

<b>Item (#)</b>	<b>Description</b>	<b>Owner</b>	<b>Due Date</b>
10.1	New Finance Committee Chair Election	A. Lai	Once a new hire is present at a Finance Committee meeting.