



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	October 4, 2019	Time	2:00PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	A. Lai	Location	USC Board Room
Recording Secretary	J. Higgins	Call to Order	2:04PM

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

3. Changes to and Adoption of the Agenda:

Motion to approve the amended agenda.					
Moved	N. Bottger	Second	S. Chavez	Approved	Unanimous

Two changes:

- 11.1. – Final Report Payment Approval Discussion – moved into Confidential
- Confidential Session moved between items 6 and 7.

4. Comments from the Chairperson:

Welcome back. Attendance policy has been effect since April and will continue. Make sure to attend Committee and Board Meetings or inform Jaclyn of any conflicts. If you are not able to attend a Committee meeting, let the Chair know with 48 hours of notice. If you are going to miss a Board Meeting, please provide 48 hours of notice to the Board Chair.

There was very limited completion of the Board Evaluation survey, so we will be discussing it in new business, and provide time for everyone to complete it. We need full participation for improvement.

5. Fiduciary Responsibility – J. McNair

Presentation provided in meeting documents.

Questions

N. Bottger Malaga – In terms of compliance files. As long as management is certified, are we complaint?

J. McNair - There is a whole body of case law that says yes. Directors are to rely upon their management, unless there are red flags that something is amiss; at which point you have to intervene and ask question. Otherwise, you are to rely on your management for reporting. When you are told that EI remittances are up to date, you are not required to check the books. However, if you are told that we are cash strapped and we have missed the last three HST remittances, then you would have at least the duty to inquire.

S. Chavez – My question is regarding the idea of distinct identities. To be a Director or Councillor you have to be a student at Western. Therefore, to be a member here, it relies on a membership.

J. McNair – That is not unheard of. Bylaws often prescribe eligibility for membership. Members of a professional organization, may by the bylaws, be required to be for an example, a professional engineer. If Western caused someone to lose their student status, they would also lose their eligibility at the USC.

B. Jalayer – So, if a student was sanctioned by the University Code of Conduct, would that restrict their involvement with USC programs?

J. McNair – Technically yes, if someone around this table was sanctioned under the code and suspended, the student would need to comply with the sanction.

B. Jalayer – Would the Director be required to disclose that sanction?

J. McNair – Yes absolutely. If someone runs for a club executive position and wins, and they have been sanctioned, they are under a self disclosure model.

N. Kaur – As the USC and as Directors our fiduciary duty is to the organization and the students. Given it’s a unique organization where we are subservient to the university. RECORDING?

J. McNair – I don’t like term subservient. You are two separate organizations. They have leverage over the USC, but in a governance or hierarchical sense there is nothing. You have a mandate to serve students, and the university has a mandate to serve other purposes. They are complimentary, but its not a question of hierarchy.

N. Bottger Malaga – What else is most relevant in terms of changes for going from The Corporations Act to Non-Profit.

J. McNair – That legislation has been sitting for so long, I can’t answer since it has been so long since I’ve reviewed it. I would not worry about it. It’s showing no signs of being revised.

6. Approval of Minutes July 6, 2019 Meeting:

Motion to approve the minutes from the July 6, 2019.					
Moved	S. Jiwani	Second	M. Matayashin	Approved	Approved – Unanimous 1 Abstain - Eran

7. Confidential Session

Motion to go in camera.

Time	2:57PM	Return	4:02PM
Moved	N. Kaur	Second	N. Bottger

8. Approval of Minutes August 27, 2019 Email Meeting:

Motion to approve the minutes from the August 27, 2019.					
Moved	N. Bottger Malaga	Second	M. Matayashin	Approved	Approved - Unanimous 1 Abstain - Eran

9. Reports and Presentations for Information:

9.1.	Executive Report	B. Jalayer
<p>The bed sheets that were posted up during FOCO have received national media attention. It has been flagged as a big reputational risk for Western. The USC released a statement about our disappointment. The USC has been involved in Student Experiences' work at improving the sexual violence policy.</p> <p>Overall, things are going smoothly.</p> <p><u>Questions</u></p> <p>M. Matayashin – In terms of reputational risk with Purple Fest, I disagree that it has quelled. I work in Residence, and not one of my colleagues have heard a good thing about Purple Fest, and therefore an incoming Soph team next year could definitely advocate against it. These people have had a negative experience, and a more positive experience on Broughdale. Are you sure it's no longer an issue?</p> <p>B. Jalayer – We understand that there are issues, but from the feedback we have received, we feel good. If students are disappointed we apologize, and we are looking for something to do next as an Executive</p> <p>N. Bottger Malaga – In terms of relations with the University, have things improved, worsened, the same?</p> <p>J. Armour – Everyone is disappointed, but anytime you work with someone and no one is super happy, it means you're building trust and it's a good relationship. We are in good shape.</p> <p>M. Matayashin – Western Alumni has asked for help for HOCO, but for what?</p> <p>B. Jalayer – That's under Executive purview, to provide any assistance with their programming.</p> <p>N. Bottger-Malaga – Are you working with the USC Foundation as well?</p> <p>B. Jalayer – Yes, I sit on the Board.</p> <p>A. Lai – Have there been any updates on tenant spacing that would be relevant to the Board?</p> <p>B. Jalayer – We have discussed with institutional planning and budgeting about the spaces and working on potential trades/opportunities. They have offered some space, but it doesn't seem financially viable. Nothing to report on at this point.</p>		

9.2.	Operations Report	J. Armour
<p>The primary relationships in the Community Working Groups we discussed are with the Executives. I'm there as the fall back, to make sure we are covered.</p> <p>Operational performance was discussed at the HR Committee. Everything is being monitored very closely. We have the highest moral we have ever had. We have been really transparent with staff and they had a choice in the matter. We have a core group of staff that are committed. Everyone feels like they are informed on what's going on and can make their own choices accordingly. It's the most I have seen the staff engaged and participating. How the change is manifesting is important for the Board to hear.</p> <p><u>Questions</u> S. Chavez – How is the refund policy being communicated? J. Armour – There is a Q&A that Nico prepared so there is no deviation, whether the question is received from Facebook, email or anywhere else. Word of mouth will be the issue in the future.</p>		

10. Reports from Board Committees:

10.1.	Governance Report	S. Chavez
<p>We are working on a Crisis Management Plan at the Governance Committee. As Directors, it's our responsibility to make sure there is a strategy or a plan, and that we are making sure that senior management are actively looking for things that could be a crisis.</p> <p>We have provided staff with two key tasking's, Jeff is going to conduct a debrief with Senior Managers on Student Choice Initiative, and I will run something similar with the Board in terms of Purple Fest. The other tasking is a draft by the January board cycle for review in Governance.</p>		

10.2.	Finance Report	A. Lai
<p>Reviewed first quarter financials from Q1 2020.</p> <p>SCI Update – We still do not have our final rates, particularly in the Affiliates. We gave an update to Council indicating where we are at. We are satisfied about how things have gone. When we get our final numbers (including Affiliates) we will be able to release that. The future discussion will be, where do we prioritize our funds moving forward? There are three areas: programming, capital, and reserves. One of the things that will happen over the next month, will be Vicki and Declan working with Jeff and Bardia to analyze our situation and any surplus that may exist. We will come up with recommendation on how to use our funds moving forward and smooth things out as much as possible on a year to year basis.</p> <p>Finance committee has tasked Declan and Vicki to work on this and Finance Committee will bring it back to the Board with a recommendation.</p> <p><u>Questions</u> S. Chavez – Do we have any restrictions on how we will be able to use those funds we received? D. Hodgins – The SCI regulates how you can levy student fees. Student fees are levied based on your expenditures. The student buildings fees, is being billed to the students. The revenues we get, as a</p>		

private institution, can be done with what we ant. We are faithful with how we allocate our expenditures into our fees, but we do have a fairly free hand and flexibility to spend a surplus where want.

S. Chavez – Could we give money to the Gazette, technically?

D. Hodgins – Money assigned to programming and paid for with fees, should go towards those fees. Any operational profit, can be spent with how we will.

BIRT the Board of Directors motion to approve the recommendation of the Finance Committee to accept the Q1 Financial Report.

Moved	A. Lai	Second	B. Jalayer	Approved	Unanimous
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10.3.	Human Resources Report	S. Jiwani
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Nom Com will be holding interviews this week, with the new member at the November Board Meeting. We are ideally filling 4, two-year terms, and 1 one-year term. If we don't feel like these 7 candidates are right, we won't hire all the positions. Tony's replacement will be hired in this cycle. For the 4 that start in February 2020, there is more flexibility.

In place of the GAP Analysis, Jeff and Karla will work on a replacement plan.

Questions

S. Chavez – Are we looking for more gender diversity?

S. Jiwani – We would like to, but ultimately we are looking for qualified candidates.

K. Pacheco – We also can't ask candidates how they identify. That data is very difficult to collect. We are trying to ensure we are hiring candidates from different backgrounds and programs. From an appearance sake it is difficult to qualify, unless they want to volunteer that information. The question is, why does my gender or sex matter? We no longer collect that information at all, except on our health plan to prevent fraud on medication. There is a difficulty with the two-year term as well. We are working to include all levels of diversity when hiring.

S. Jiwani – We had 26 applications, and I was very satisfied with the mix.

K. Pacheco – They also go through a ranking system, to maintain integrity.

Motion to accept 9.1, 9.2, 10.1, 10.2, 10.3, the Executive, Operation and all Committee Reports.

Moved	S. Jiwani	Second	N. Bottger Malaga	Approved	Unanimous
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11. For Discussion:

11.1	Appeals Board Report	N. Soave
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Last year the Appeals Board moved from Council to Board, as everyone noticed they weren't really reporting back to Council, which is a huge liability. The request was made that when that change was made, we were to report back on how it worked. That is what the report aimed to do.

Overall, things went very well. The one thing that was also included in that policy was a report from the Chair of the Appeals Board to the Board on how the year went, and that is an appendix. There is a motion that the Board can approve, but I did not recommend it, at the end of the day that committee does work for all of you. They had a number of clubs appeals come in late, well into June. Clubs appeals tend to drag into the summer, so they want the final appeal submitted by "x" date and settled by "x" date. There is a final date they have to submit by, but there is not a final date that the Board can sit to, someone can appeal and then drag their heels for two months to answer the request of the Appeals Board, which delays their work significantly. They want a clause that this is the last date, and you must respond in a reasonable amount of time.

My recommendation is to send it to the Governance Committee.

Questions

D. Hodgins – One recommendation for the club’s system, that is being enacted this year as we recognized it on our end. The deadline for our club ratifications will be December 1st (or around there), as ratification can last 4 months.

A. Lai – I recommend sending this to Governance Committee and accept this report for information.

Motion to accept the Appeals Board Report.					
Moved	S. Chavez	Second	E. Rubman	Approved	Unanimous

12. Inquiries and Other Business:

Motion to take a 5 minutes recess to fill out the Board Evaluation Survey.					
Moved	N. Bottger Malaga	Second	E. Rubman	Approved	Unanimous

Motion to return from recess at 4:45PM.					
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J. Armour - In the November meeting we normally assess risk, but we did so in the summer. BOCO is a great time to have that conversation, and what I would do is remind the Board that we did make that change to the summer, and therefore we will not go into it again at the November meeting.

13. Adjournment of Public Meeting:

Motion to adjourn at 4:47PM					
Moved	S. Jiwani	Second	S. Chavez	Approved	Unanimous

Action Items:

Item (#)	Description	Owner	Due Date
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7.6. (Confidential Session)	HR Committee to review the Final Report Payment and discussion on policy	S. Jiwani	November 22, 2019
10.1.	Crisis Management Plan presented to Board	S. Chavez	February 7, 2019
10.2.	Recommendation for SCI funding.	D. Hodgins & V. Macauley – Finance Committee	November 22, 2019
11.1.	Appeals Board Report to Governance Committee for review.	S. Chavez	November 22, 2019