



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	November 29, 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	2:17PM

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

3. Changes to and Adoption of the Agenda:

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

4. Comments from the Chairperson:

Thanks for coming, but let's get right into it.

5. Ratification of New Board Member, Sophia Ge:

Motion to ratify Sophia Ge to the Board of Directors.					
Moved	A. Lai	Second	B. Jalayer	Approved	Unanimous

6. Approval of Minutes October 4, 2019 Meeting:

Motion to approve the minutes from October 4, 2019.					
Moved	N. Kaur	Second	N. Bottger-Malaga	Approved	Unanimous (1 Abstain – S. Ge)

7. Reports and Presentations for Information:

7.1.	Executive Report	B. Jalayer
Highlights of Report:		

- Conference in Queens Park/ OUSA GA.
- Executive Restructuring was passed unanimously at Council, and next year there will be a six-member Executive.
- USC Budget, Declan has been working with everyone very well.
- Student Choice Initiative Court Ruling – The legislation was deemed unlawful based on process, not the mandate. The mandate could not have been put in place with an executive directive. Now the path on how to do it properly has been written. The government may appeal, legislate something, or leave it be. This doesn't really affect us, as regardless of the decision, we are still budgeting as is. No point to speculate.
- Community Impact Fund – this was created out of the Purple Fest profits - \$100,000 that will operate similar to our grants system and applications will be looked at by a committee including the President and 3 Councillors. Any profit in excess of \$100,000 will go towards bolstering the SPO Portfolio.

Questions

M. Matayashin – Did the MPs at the OUSA Conference say anything about the SCI court ruling?

B. Jalayer – It was ruled unlawful the day we left.

M. Matayashin – How have other universities reacted to the news?

B. Jalayer – Some universities have rolled out the confetti, which we believe is the wrong move. We don't want to celebrate this as a victory, we want to wait to see what happens next. What SCI did do, was show us we needed to be better as Student Associations across the country.

S. Ge – Is the Community Impact Fund for students or groups?

B. Jalayer – Undergraduate and Graduate students.

S. Ge – How can students apply?

B. Jalayer – An application can be submitted, but it needs to be a project or initiative that links to the three pillars of the Fund.

N. Kaur – Have you prepared for the government to circumvent or push back against this ruling?

B. Jalayer – We are prepared, but not actively prepared. We were able to survive the initial SCI ruling, and we are confident that whatever happens we can respond effectively, but we are not going to prepare ahead as we don't know what to expect.

A. Lai – Will the Board need to have a representative sit on hiring committee for the new Executive positions?

B. Jalayer – Yes. The process for Secretary Treasurer will remain unchanged. The Vice President Communications and Vice President Student Support and Programming will have an elected member of council, president elect, and a student at large rather than a member of the board.

N. Bottger-Malaga – What is the impact on budget of the additional position?

D. Hodgins – The impact on the budget that will be directly traced to this change will be \$70 to \$80k.

7.2.	Operations Report	J. Armour
Highlights of Report:		

- Elimination of vacation liability – we changed the way our time off works in the CBA negotiations. This forced everyone to plan to take their time. It also changed how staff pay into health and dental to avoid deficits. Now it is fluctuating around \$0, which is pretty close to balanced. These savings can go towards adding another voice towards advocacy.
- Organizational Change & Financial Performance – there has been no lack of service, and a great reflection of the SLT with Jeff being the center point to bring it all together.

8. Reports from Board Committees:

8.1.	Governance Report	S. Chavez
Highlights of Report: <ul style="list-style-type: none"> • Appeals Board – we decided to hold off making a decision. • Risk Register – tasked to find out if the wording allowed for the risk update to happen at BOCO, so we will make a small change to the wording. • Modernization of Board Policies – some name changes have occurred. We went through each policy for correctness, and recommended a policy transfer. 		

8.1.1. Risk Identification Policy					
BIRT the Board of Directors approve the amended version of the Risk Identification Policy, as recommended by the Governance Committee.					
Moved	S. Chavez	Second	N. Bottger-Malaga	Approved	Unanimous

8.1.2. Board Policy Modernization					
BIRT the Board of Directors approve all of the recommended amendments made to the Board Policies included in the Board Policy Modernization Package presented, including clerical changes.					
<u>Questions:</u>					
M. Matayashin – Why did you deem the Associate/Coordinator guidelines obsolete?					
D. Hodgins – There is also still a policy in place. There are a few areas of our organization where a policy is in place, and when a change needs to occur, sometimes a new policy is created instead of instead of changing the original policy. There were three policies guiding Associates and Coordinators. Regulation was there that was outside the scope of the Board. There is a lump of policies that were created when the Board and Exec were the same.					
M. Matayashin – Are we planning to go through this process again when the Exec structure changes?					
D. Hodgins – No, those are just clerical changes.					
Moved	S. Chavez	Second	N. Kaur	Approved	Unanimous

8.1.3. Associates & Coordinators					
BIRT the Board of Directors approve the striking of the Associate & Coordinator Selection Guidelines and the Associate & Coordinator Selection Complaints Procedure.					
Moved	S. Chavez	Second	B. Jalayer	Approved	Unanimous

8.1.4. Social Responsibility Audit					
BIRT the Board of Directors approve the transfer of the Social Responsibility Audit Policy to the Executive Council.					
Moved	S. Chavez	Second	E. Rubman	Approved	Unanimous

8.2.	Finance Report	A. Lai			
Highlights of Report:					
<ul style="list-style-type: none"> Audited Statements - most attended the Audited Statements meeting with PwC. Good feedback from the members that were there and had some edits, and have received the final Audited Statements with all the changes that we recommended. It looks good and we are ready to approve. 					

8.2.1. Audited Statements					
BIRT the Board of Directors accept the Audited 2018/2019 Financial Statements as presented by Dipesh Parmar of PwC upon completion of the agreed upon changes.					
Moved	A. Lai	Second	N. Bottger-Malaga	Approved	Unanimous

8.2.2. September 2019 Executive Summary					
BIRT the Board of Directors accept the September 2019 Executive Summary.					
M. Matayashin – Why is there such a large variance for PCP Admin?					
V. Macauley – The \$30k is sponsorship revenue from PurpleFest that we haven't yet transferred.					
Moved	A. Lai	Second	N. Kaur	Approved	Unanimous

8.2.3. Reserve Fund Policy					
BIRT the Board of Directors replace the current Reserve Fund Policy with the proposed Reserve Fund Policy.					
<p>We maintain a reserve fund at the USC. This policy is quite simple; most is just listing possible uses of the reserve fund. It basically replaces an old policy that was relatively unnecessary. We have simplified it to make it as clear as possible. The new policy is only one pool, sets a target for that fund at 5 million (2019 dollars – to be adjusted by CPI), and in addition to internal profitability in the situation there is a short fall of the target in the budget process we are required to budget 10% of that short fall to the reserve fund. If there is a withdrawal from the reserve fund, it needs to be a board approved motion.</p>					
<u>Questions:</u>					
N. Bottger-Malaga – Did the Exec structure change affect this?					
D. Hodgins – Earnings are independent of the reserve fund.					
A. Lai – Assuming this is passed, we will see it as a line item on next years' budget?					
D. Hodgins – Yes.					
Moved	A. Lai	Second	N. Kaur	Approved	Unanimous

8.3.	Human Resources Report	S. Jiwani
<p>Highlights of Report:</p> <p>Board Evaluation Survey - compared results of evaluation survey from last year to this year and found improvements across the board. Everyone believes strongly in the communication from the COO. There were a few things we tried to target on the last cycle, such as preparedness and differing points of view. Ideally we will continue to see improvement next year.</p> <p>Director Hiring: Angus and Sagar went to visit an Organizational Behaviour class on Monday to try and recruit those with an HR focus, and chatted with a few interested students after. The last set of hiring had a lack of diversity on the committees that those individuals wanted to sit on.</p> <p>K. Pacheco – I know diversity has been top of mind. We had equal applicants for male and female, so we are attracting an even distribution. When speaking with the instructor, there is a higher female pool in the HR so it allows a more intentional way in hiring females. This opens up a new way for us to recruit, to start earlier which allows us to reopen the posting if we don't get the right candidates.</p> <p>A. Lai – The posting is live until December 6th – if everyone is able to share on your portals, it would be greatly appreciated.</p> <p><u>Questions</u></p> <p>N. Bottger-Malaga – Which year are we looking to hire?</p> <p>A. Lai – First or second, as the contract would go through to 2022.</p>		

8.4.	Gazette Publishing Committee	S. Chavez
<p>Highlights of Report:</p> <ul style="list-style-type: none"> • Gazette Internal Structure – the Gazette had to do a lot of internal restructure and cuts. The nature of the Gazette as a whole has changed. Print production is very expensive and down to one this year so far. They are not sure if they are a newspaper or a media outlet now. They have been very proactive in their approach and will end this year in a surplus. They just need to decide what the Gazette will look like in the future. They are missing some key expertise and need to figure out what skill sets they will need in the future, financial decisions that they are working through right now. • USC Employees - The Gazette is not like CHRW, the Gazette employees are USC employees and includes one vacant union position. The USC and the Gazette made the decision to leave those positions vacant. If we saw changes in the USC, such as bumping, that would affect the Gazette as well. <p><u>Questions:</u></p> <p>M. Matayashin – What was the reason behind losing tech savvy staff, when they were going more tech routed?</p> <p>S. Chavez – It was just a tough financial decision. Some of the staff moved to Creative Services, and are working for the Gazette on a per task basis, instead of all the time. This allowed them to not lose the expertise but help the budget.</p> <p>N. Soave – The person they are referring to also found another job and left of his own accord. There is still access to those resources, through the USC, but they are no longer in the Gazette.</p>		

N. Bottger-Malaga – Are they in the works of developing a strategy for the future, and do they have a timeline?

S. Chavez – At the end of the day, we don't want to get involved in where the Gazette goes in the future. How they decide to move forward is their choice. They will be doing focus issues, but no decisions or timelines have been set. It is developing as they go.

Motion to accept the Executive, Operation and all Committee Reports.					
Moved	N. Bottger-Malaga	Second	M. Matayashin	Approved	Unanimous

9. Confidential Session

Motion to go in camera.			
Time	3:02 PM	Return	3:25 PM
Moved	N. Bottger-Malaga	Second	N. Kaur

10. Inquiries and Other Business:

N/A

11. Adjournment of Public Meeting:

Motion to adjourn at 3:26PM					
Moved	M. Matayashin	Second	N. Bottger-Malaga	Approved	Unanimous

Action Items:

Item (#)	Description	Owner	Due Date