



**BOARD OF DIRECTORS – MEETING MINUTES**

<b>Meeting Date</b>	February 7, 2020	<b>Time</b>	2:00PM
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	A. Lai	<b>Location</b>	USC Board Room
<b>Recording Secretary</b>	J. Higgins	<b>Call to Order</b>	2:05PM

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	A. Lai, N. Bottger-Malaga, N. Kaur, M. Matyashin, S. Chavez, S. Jiwani, S. Ge and B. Jalayer	
<b>Management</b>	J. Armour, N. Soave, D. Hodgins, V. Macauley and K. Pacheco	
<b>Guests</b>	C. Harasym, M. Parkin, and V. Vijay	
<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>	M. Matyashin	<b>Approved</b>	Unanimous

**4. Comments from the Chairperson:**

Thank you for coming to our second last meeting! The new Board Members are here today, and gave a quick introduction. Sagar, Karla and I went through a lot of interviews and we are very proud of these candidates.

Next Board Cycle will be compressed due to Reading Week, which will allow a break between meetings. Committees will be the week of February 28<sup>th</sup>. This will force the committee chairs to complete their reports quickly. I have no doubt this can be accomplished.

**5. Approval of Minutes November 29, 2019 Meeting:**

<b>Motion to approve the minutes from the November 29, 2019 Meeting.</b>					
<b>Moved</b>	S. Ge	<b>Second</b>	M. Matyashin	<b>Approved</b>	Unanimous

**6. Reports and Presentations for Information:**

<b>6.1.</b>	<b>Executive Report</b>	<b>B. Jalayer</b>
Matt Reesor will be my replacement come June 1 <sup>st</sup> . There is a transition plan in place to get them the most information to take on these positions. Cat just returned from Ottawa for Lobby Week and that		

went well. Declan has been working very hard on the budget and we are very excited, as it is going to Council next week. We are still dealing with some uncertainty due to the SCI Appeal, but we are happy with our current position. We negotiated an MOU with Affiliates and SOGS on our fees. Looking at a longer term for the affiliate agreement for stability and strategic planning year upcoming. As of now, the former SOGS space (2300 sq ft) has been acquired from the University. The Student Gaming Centre and LifeLabs space were ours but didn't bring us any value, so we chose to invest in students and give those areas to Western for the SOGS space.

Questions:

M. Matyashin – Does the SOGS space come with additional costs?

B. Jalayer – We are paying the same cost per sq space as the spaces we are giving up. Just a slight loss of rental revenue.

D. Hodgins – On the note of the budgeting, if you are free Wednesday night you are welcome to come to our budget presentation at the upcoming Council Meeting.

6.2.	Operations Report	J. Armour
<p>AMICCUS – We are hosting a conference this summer. A chance to show off what we do here and what we do well. One of our most prominent questions is about our governance with the Board and Council in terms of how we do it and how do we do it so well. You are leading an organization you should be proud of as ambassadors to organizations who may need help.</p>		
<p>Staff Enhancements – I have never seen such a collaborative process between the Exec needs, GAP Analysis, etc. 18% attrition over the last 12 months. Regardless of if SCI becomes an issue again, we will need these positions. Investing in student voices, this is a great direction. We have faced the greatest challenge as an organization this year with SCI, and lighting that fire under our seat got us motivated to show our value and Nico has done a great job starting us on that journey and we need to invest to continue that. We are really trying to create a YOU-SC.</p>		
<p>Arkells – With the understanding of the Board, our programming is led by the SPO but a lot of work goes into that with a lot of hands, and you can be proud of it.</p>		
<p>Campus Trust – We have had some struggles with Campus Trust this year, especially regarding its governance. While the Campus Trust will become better, I don't think it is to our student's benefit to be there for that process. We have stated our intention to seek other options. Very minimal impact on our benefits. Big implication that we might lose a small amount of buying power but will have increased efficiencies.</p>		
<p>Questions:</p>		
<p>A. Lai – Is there any risk of us being without a provider in September?</p>		
<p>D. Hodgins – Campus Trust is just the vehicle that we are using in collaboration with 12 other schools. We are big enough that we could have our own car, but either way we are getting from a to b.</p>		
<p>N. Bottger Malaga – If we are not working through Campus Trust, will it be more expensive?</p>		
<p>D. Hodgins – Each school in Campus Trust independently sets up their plan. The health insurance, if it's insured there's no efficiency and if its self funded efficiency doesn't matter. Efficiencies come with things like legal, audit, consultant fees, etc. The flip side with the Trust is that 4 people have to fly to</p>		

the Maritimes every year. The governance at Campus Trust was worrying us, and it was a risk. We know that if it is just us, we will do the governance well, and that removes some risk.

S. Jiwani – What is the timeline?

J. Armour – We have two trustees on the Campus Trust Board right now. Declan is continuing his duties as a trustee and by serving notice we wanted to avoid taking a reputational risk. Hopefully we are continuing the same path with the current trust and weening ourselves off. This gives us a bit of time to get us back to a self funded model. We will need about a year to do that anyways. A plan will be in place by September, but we will follow along these lines as long as there are no major red flags. Just heading down the road, and working daily in terms of what it will look like.

## 7. Reports from Board Committees:

<b>7.1.</b>	<b>Governance Report</b>	<b>S. Chavez</b>
We were tasked with reviewing the Appeals Board Policy, which opened a Pandora’s box with our Committee Terms of Reference. Instead of bring the Appeals Board Policy to Board this cycle, we will be updating all these Terms of Reference and making sure they are up to standard. We are getting more systematic on how things will look in the board. Like splitting them into three families that we review annually. Just for information right now.		

<b>7.2.</b>	<b>Finance Report</b>	<b>A. Lai</b>
We had three discussions at our committee meeting: Q2 2020 Financials, Internal Borrowing Policy, and Committee Chair. I will be stepping down for the last cycle to give someone else an opportunity to Chair. Nicolas and Sophia are interested in running.		

<b>7.2.1.</b>	<b>Q2 Financial Statements</b>	<b>A. Lai</b>			
There were a couple points of concern, specifically with the Spoke, the Wave, Purple Store and administrative costs in the media department. All of the questions were resolved and approved at the committee level.					
Questions:					
S. Chavez - You flagged these items from the Q2 Financials, why was that?					
A. Lai - Some were variances and some were trends that we just needed clarification on.					
<b>BIRT the Board of Directors accept the 2<sup>nd</sup> Quarterly Report for F2020.</b>					
<b>Moved</b>	A. Lai	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

<b>7.2.2.</b>	<b>Internal Borrowing Policy</b>	<b>A. Lai</b>
This is a policy that was put in place awhile ago and doesn’t get used. We don’t do any internal borrowing, so we recommend removing this policy.		
Questions:		
M. Matyashin – The policy mentions the student stabilization reserve, do we know what that is?		
D. Hodgins – One of the two self funds in our reserve fund policy, we have dissolved those distinctions		

between the Reserve Fund Policy.

M. Matyashin – So we don't have it anymore?

D. Hodgins – It is now a single class of funds, instead of two classes.

A. Lai – We just passed the Reserve Fund Policy, so that one includes keeping the reserve fund at specific levels and reflecting our best practices.

**BIRT the Board of Directors repeal the Internal Borrowing Policy.**

<b>Moved</b>	A. Lai	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous
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<b>7.3.</b>	<b>Human Resources Report</b>	<b>S. Jiwani</b>
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The COO PA will be presented in the Confidential meeting. Max will be sitting on the Vice President Governance and Finance hiring panel kicking off next week.

<b>7.4.</b>	<b>Gazette Publishing Committee</b>	<b>S. Chavez</b>
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The Gazette Publishing Committee met a few weeks ago to finalize the front office hiring procedure (Editor in Chief and Managing Editor). Last year there were compounding factors, essentially, the Gazette moved to an ad hoc hiring approach when it used to be an election approach. They decided to keep the hiring committee model, but reduced the number on the committee from 5 to 3. They introduced a student feedback mechanism to allow for the Gazette members to provide their input on the candidates.

Questions:

A. Lai – Is the hiring committee any three members of the GPC or specific positions?

S. Chavez – It is composed with the Chair, someone with past Gazette experience, and a student representative of the GPC.

S. Ge - How big of a role does the feedback mechanism play?

S. Chavez - The Gazette is a large organization and different people have different involvement. We wanted it to be democratic, but the biggest focus was to allow the front office to have a skill set and the mechanism allows to check against that. In terms of being able to lead. Its supplementary, but the committee will factor it in.

**Motion to accept 6.1, 6.2, 7.1, 7.2, 7.3 and 7.4. : the Executive, Operation and all Committee Reports.**

<b>Moved</b>	B. Jalayer	<b>Second</b>	S. Chavez	<b>Approved</b>	Unanimous
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**8. For Decision:**

<b>8.1</b>	<b>Finance Committee Chair Election</b>	<b>A. Lai</b>
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N. Bottger Malaga - I would like to rescind my application.

S. Ge - I am still interested.

**Motion to ratify Sophia Ge as the Finance Committee Chair.**

<b>Moved</b>	B. Jalayer	<b>Second</b>	N. Bottger Malaga	<b>Approved</b>	Unanimous
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### 9. Confidential Session

<b>Motion to go in camera.</b>					
<b>Time</b>	2:34PM		<b>Return</b>	4:13PM	
<b>Moved</b>	S. Jiwani	<b>Second</b>	N. Bottger Malaga		

### 10. Inquiries and Other Business:

<b>10.1</b>	<b>Board Composition</b>	<b>A. Lai</b>
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Eran has resigned due to personal circumstances. We thank him for everything he has done for the Board.

Question:

N. Bottger Malaga – When was his term due to be complete?

A. Lai – Two months.

### 13. Adjournment of Public Meeting:

<b>Motion to adjourn at 4:14PM</b>					
<b>Moved</b>	N. Bottger Malaga	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous