



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	March 17, 2020	Time	12:00PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	B. Jalayer	Location	Virtual
Recording Secretary	J. Higgins	Call to Order	12:02PM

	Attendees	Regrets
Board	N. Bottger-Malaga, M. Matyashin, S. Chavez, S. Ge, R. Sapra, M. Parkin, C. Harasym, V. Vijay and B. Jalayer	
Management	J. Armour, N. Soave, D. Hodgins, V. Macauley and K. Pacheco	
Guests	M. Reesor	
Disclosures of Interest	N/A	

3. Changes to and Adoption of the Agenda:

Motion to approve the agenda.					
Moved	S. Chavez	Second	C. Harasym	Approved	Unanimous

4. Comments from the Chairperson:

Bardia thanks everyone for a good year and good luck to the next group of Chairs.

5. Chair Election:

5.1.	Board Chair
Candidates - S. Chavez & M. Matyashin	
Candidate - S. Chavez	
Questions:	
B. Jalayer – We go through some very difficult situations at the USC, this year specifically has been very interesting for decision making. The Chair has a special relationship with both COO and Executives. How would you manage being a resource to the Executive and to the Board?	
S. Chavez – It’s about time. The time you spend at the office, committee and the Board. The Chair will need to take as many opportunities to connect with these stakeholders as possible. Face time and making sure you are in the right place at the right time to discuss issues and act as that liaison from the Board to the Executive. Its all about the time to build these relationships and work with Executives to make sure you’re in the office with exec and management. Make sure you can connect the issues of both sides with a productive outcome.	

D. Hodgins – As the Board Chair, you will be able to utilize the Vice President of Governance and Finance (previously Secretary Treasurer) as one of your resources. What kind of relationship do you want to have with that position and how will you effectively use that resource?

S. Chavez – It’s all about connections. The relationship that I had with you while sitting in Governance was very productive. We had chats about policy objectives for the Board early on. We set expectations early on and priorities for the year. I believe it was important setting those priorities early on. We need to make sure we are on top of the work of the Board and anything you need from VP Governance and Finance is coming up to the Board as needed. In Governance this year, I didn’t want to wait for things to go up to the Board and be more productive for the organization. If there was something I wanted to bring forward, I would utilize your role to make a plan of attack.

M. Parkin – You talked about working on the modernization of committee structure. Could you touch on that and what the committee structure was prior to now and what changes were made?

S. Chavez – Originally, we had this blanket policy for all committees on the Board but it was often not in sync with committee governance. We noticed that the document itself didn’t match our practice. We took a step back and realized that this document wasn’t necessary and didn’t add value to our structure. We needed to evaluate all committees and look at how we can simplify our governance structure to ensure it is productive and achieving what we need it to achieve.

C. Harasym – You have been sitting as Governance Chair and Gazette Chair as well. That is a lot to handle. Do you have time management ideas for how to handle these commitments?

S. Chavez – If I am Board Chair I wouldn’t be Governance Chair. I jumped into this and fell into a policy oriented role and it’s a learning curve. The value of having continuity in the Gazette is more important than the excess time commitment. I would weigh whatever time management sacrifices I need to make. Throughout my whole university career, I have always balanced many things, but am reducing outside commitments to really put my time into the Board. I am not worried about my ability to manage tasks.

Motion to extend 5-minute question period for one more question.					
Mover	S. Chavez	Second	V. Vijay	Approved	Unanimous

V. Vijay – Part of the Board Chair’s responsibility is moderating discussion. What is your style for moderating through conflict?

S. Chavez – I am someone who lets things grow organically, which is different from past years. I like more free flowing discussion, which is where our Board has gravitated to. I have never been afraid to intervene when necessary. I believe conversation should be free flowing with the understanding that we have lots of things to do in the limited amount of time to do it. If I need to step in and intervene, I will do so in a respectful way if the conversation is no longer being productive. I am very laid back and want the Board to lead the discussion, as Chair I shouldn’t lead the discussion. Angus will always wait until the end to add his points, and that’s how I would run it and intervene whenever I see prudent.

Candidate – Maxim Matyashin

Questions:

B. Jalayer – We go through some very difficult situations at the USC, this year specifically has been very interesting for decision making. The Chair has a special relationship with both COO and Executives. How would you manage being a resource to the Executive and to the Board?

M. Matyashin – The USC has a unique structure that the President is on the Executive and the Board. The Executive wear many hats and it depends how and in which role I’m interacting with the President. Am I speaking to him as the President or as a member of the Board. If its as President, I am a resource and advocate on behalf of the Directors. I can give advice on what should come to the Board and provide advice. If I am interacting as a Director, that’s when I will act as Chair and facilitate discussions and provide advice as necessary. I am not there to issue directives to SMT, but advocate and speak for the directors when we should be involved and have a say. That is the main role of the Chair I believe.

D. Hodgins – As the Board Chair, you will be able to utilize the Vice President of Governance and Finance (previously Secretary Treasurer) as one of your resources. What kind of relationship do you want to have with that position and how will you effectively use that resource?

M. Matyashin – The VPGF sits as a resource to help determine what is board jurisdiction and what we should and should not be discussing. That relationship would be used to really look at the policies and analyze as needed in the USC, advise on when conversations should happen at the Board level, or what topics are more political and should go to Council.

N. Bottger-Malaga – With SCI last year and COVID this year, should the Board be shaped by years of crisis and if not, how would you prevent it?

M. Matyashin – These are situations that we have to learn from. When we enter unprecedented time everything needs to be recorded, and take calculated risks. The role of the chair is to really facilitate discussions and figure out what those calculated risks are to mitigate risk in the future to make sure this organization continues to exist past our time into the future. This means communication across everyone, providing updates, and mitigating risk of the organization. We need to learn from it, and record everything, so next time we will be more prepared.

An online vote was conducted, and Sebastian Chavez was elected the 2020/2021 Chair of the Board.

5.2. Finance Committee Chair

Candidate – Sophia Ge

Questions:

B. Jalayer – The USC has always seen a lot of financial uncertainty, in your role as Finance Chair, how would you balance your relationship with SMT with the Directors?

S. Ge – I really enjoyed being on the Finance Committee this year, and the most important way to maintain both relationships is communication with both. With SMT I would like to improve communication like chats between meetings. I would also like to provide good information to share with committee members and board members. It’s important to establish an information exchange early on before the meetings. With Directors and Finance Committee, I want to encourage everyone to speak their ideas and be involved. Overall, just checking in and seeing if anyone needs help and support. Managing these relationships is crucial. I am the key point of contact between committee members and the Senior Management Team.

An online vote was conducted, and Sophia Ge was elected the 2020/2021 Chair of the Finance Committee.

5.3.	Governance Committee Chair
<p>Candidate – Rahul Sapra</p> <p>Questions:</p> <p>S. Chavez – I was in a similar position as you last year, going into the governance role having never served on the Board. How are you going to address the learning curve you need to face to ensure you are knowledgeable about the USC policy environment?</p> <p>R. Sapra – The big one for me will be utilizing you. Hopefully we can work together over the coming weeks. Also I will be working with SMT and read through the USC’s policies. As a law student I read policy a lot. The big will be to communicate with you and SMT to better understand what I am getting into.</p> <p>D. Hodgins – Everyone thinks of governance as just writing policy, but essentially what does good governance look like to you and what is the Boards job to achieve it?</p> <p>R. Sapra – It needs to be clear and there needs to be clear communication. This year I got to work with the sport solution legal clinic and we deal a lot with non-profits and their governance. That is where I see things go wrong in governance, is when policy is unclear or communication isn’t working. If the governance side is transparent and simple it works, but when things get convoluted that when issues arise.</p> <p>B. Jalayer – The USC has always seen a lot of financial uncertainty, in your role as Finance Chair, how would you balance your relationship with SMT with the Directors?</p> <p>R. Sapra – I am not a single person, I am working for the Board as a whole, not just myself. I am pretty new to the Board, so I don’t have a great understanding of the relationships, but learning and working with those with more experience will be very helpful.</p>	
<p>An online vote was conducted, and Rahul Sapra was elected the 2020/2021 Chair of the Governance Committee.</p>	

5.4.	HR Committee Chair
<p>Candidates - Matthew Parkin & Maxim Matyashin</p> <p>M. Parkin rescinds his nomination, leaving M. Matyashin as the only candidate for election.</p> <p>Candidate – Maxim Matyashin</p> <p>Questions:</p> <p>S. Chavez – What is the role of the HR Chair in dealing with all these uncertainties facing the USC due to COVID-19?</p> <p>M. Matyashin – My job would be to liaise with Karla in People & Development to determine what the staff need in this point in time. What are they are asking for? What is legal? What we can do to mitigate risk? The biggest thing I see is that offices are closed and staff aren’t coming in. How are all staff treated fairly and how do we move forward, if the offices do not reopen? It is looking for a risk management point and even a financial point. What do we need to do to ensure the organization as a whole gets paid and the risk is mitigated legally?</p>	

B. Jalayer – HR is more complicated with technicalities than most. Your staff support, Karla has her Human Resources designation. How would you leverage that relationship as a Director who also doesn't have the qualifications of the senior manager?

M. Matyashin – The first thing I would do is have open communication with Karla to determine what she can and cannot do, and then communicate that to the Board in meetings. Situations and dialogues may come up that she may not be able to do, or ask SMT to do something that they cannot do. We need to understand the qualifications that she has and provide advice to the board when situations arise.

An online vote was conducted, and Maxim Matyashin was elected the 2020/2021 Chair of the Human Resources Committee.

BIRT the Board of Directors ratify Sebastian Chavez as Chairperson of the Board, Sophia Ge as Chairperson of the Finance Committee, Rahul Sapra as Chairperson of the Governance Committee, and Maxim Matyashin as the Chairperson of the HR Committee for the 2020-2021 year.

Moved	M. Parkin	Second	V. Vijay	Approved	Unanimous
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6. Confidential Session

Motion to go in camera.

Time	12:46	Return	1:39PM
Moved	C. Harasym	Second	R. Sapra

7. For Decision

7.1.	Next Meeting Date	B. Jalayer
<p>The next Board Meeting has been booked on Friday April 3rd, with the committee cycle beginning at the end of this week. As everything right now is very operational, I don't see the necessity for committee or Board meetings so soon after this one. Jeff and the Senior Leadership team will provide updates as necessary. I suggest we move this to an as called process until we clear the COVID-19 situation. This is my recommendation as a Director and member of the Executive to avoid wasting time, or getting into the depths on things that will not see movement in the next couple of weeks.</p> <p>Right now is a strange time with students trying to figure out online classes. You don't need any unnecessary stress, by adding another Board Cycle into the mix.</p> <p>Committee Chairs should reach out to their Staff Support to decide if they would like to hold their committee meeting. You can go over the needs for discussion and then the Chair should send a note to the committee for the course of action. If there is a cancellation, that would void any absence. The same goes with the Board Meeting. When we get close to April 3, if we cancel the meeting there are no absences. We will leave the April 3rd meeting date in the calendar, in case updates are required, but will cancel if there is nothing to communicate. The key is good communication.</p>		

10. Inquiries and Other Business:

N/A

11. Adjournment of Public Meeting:

Motion to adjourn at 1:51PM					
Moved	N. Bottger-Malaga	Second	M. Parkin	Approved	Unanimous